



QUARTERLY STATEMENT

AS OF JUNE 30, 2011
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

NAIC Group Code	0119	0119	NAIC Company Code	95885	Employer's ID Number	61-1013183
	(Current Period)	(Prior Period)				
Organized under the Laws of	Kentucky		State of Domicile or Port of Entry	Kentucky		
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []	Hospital, Medical & Dental Service or Indemnity []		
	Dental Service Corporation []		Vision Service Corporation []	Health Maintenance Organization [X]		
	Other []			Is HMO, Federally Qualified? Yes [X] No []		
Incorporated/Organized	08/23/1982		Commenced Business	09/23/1983		
Statutory Home Office	321 West Main Street - 12th Floor		Louisville, KY 40202			
	(Street and Number)		(City or Town, State and Zip Code)			
Main Administrative Office	321 West Main Street - 12th Floor		Louisville, KY 40202	502-580-1000		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Mail Address	P.O. Box 740036		Louisville, KY 40201-7436			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	321 West Main Street - 12th Floor		Louisville, KY 40202	502-580-1000		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Internet Web Site Address	www.humana.com					
Statutory Statement Contact	Abby Goodloe		502-580-1632			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	DOIINQUIRIES@humana.com		502-580-2099			
	(E-mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Michael Benedict McCallister	CEO	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Frank Murray Amrine	Appointed Actuary

OTHER OFFICERS

Randa Lynn Anderson-Stice	Reg.Pres. - Sr. Prod/Central Reg.	George Grant Bauernfeind	Vice President
Jeffrey Bergin Bringardner	Market President - Kentucky	John Ellis Brown	VP - Medicare Service Operations
John Gregory Catron	Vice President	Denise Louise Christy	Market President - MI/IN
Peter James Edwards	VP & Div. Leader - Eastern Div.	Mark Sobhi El-Tawil	Reg. CEO/West Region
Mark Jason Fehring	Regional VP - Finance	Michael Paul Franks #	Reg.Pres.-Sr.Prod/West Coast Reg.
Roy Goldman Ph.D	VP & Chief Actuary	Gary Edward Goldstein M.D.	VP & Div. Leader - Central Div.
Deborah Ann Gracey	Reg.Pres.-Sr.Prod.-North Region	Robert Todd Hitchcock	VP & Div. Leader - Western Div.
Morris Curt Howell	Market President-NV/AZ/UT	Paul Francis Kraemer	Regional CEO - East Region
Charles Frederic Lambert III	Vice President	Thomas Joseph Liston	Sr. Vice President - Sr. Prod.
Clarence Evans Looney	Market President - Tennessee	Kenneth Scott Malcolmson	Regional CEO
Heidi Suzanne Margulis	Sr. Vice President	Kevin Ross Meriwether	Reg. President - Sr. Prod/East
Khalid Nazir	Vice President	Daniel Joseph Oftedahl	Market President - Colorado
George Renaudin	VP & Div. Leader - Southern Div.	David Thomas Reynolds	Market President - Illinois
Oraida Maria Roman	RegPresSrProd/IntermountainReg	Larry Dale Savage	Regional CEO
Debra Anne Smith	VP-Sr.Prod Strategy & Prod Dev	William Joseph Tait	Vice President
Joseph Christopher Ventura	Assistant Secretary	Timothy Alan Wheatley	VP - Sr. Products/Finance
Ralph Martin Wilson	Vice President		

DIRECTORS OR TRUSTEES

James Harry Bloem #	Michael Benedict McCallister	James Elmer Murray
---------------------	------------------------------	--------------------

State ofKentucky.....

ss

County ofJefferson.....

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Michael Benedict McCallister CEO	Joan Olliges Lenahan VP & Corporate Secretary	James Harry Bloem Sr. VP, CFO & Treasurer
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		
Subscribed and sworn to before me this 10th day of August, 2011		
Myra Carpenter, Notary Public August 9, 2013		

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	348,903,802		348,903,802	344,415,993
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	27,351,109		27,351,109	27,886,723
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000		27,600,000	27,600,000
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	17,264
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (7,389,350)), cash equivalents (\$ 9,999,924) and short-term investments (\$ 5,443,940)	8,054,514		8,054,514	8,764,371
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets	2,300,227		2,300,227	884,486
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	414,209,652	0	414,209,652	409,568,837
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	3,111,920		3,111,920	3,078,853
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	79,753,162	525,597	79,227,565	41,806,056
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	20,332,257		20,332,257	13,979,793
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	16,357,891	187,888	16,170,003	15,656,510
18.1 Current federal and foreign income tax recoverable and interest thereon	960,848		960,848	0
18.2 Net deferred tax asset	59,542,536	48,611,650	10,930,886	10,930,886
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	992,641	824,012	168,629	331,909
21. Furniture and equipment, including health care delivery assets (\$ 0)	1,767,836	1,767,836	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	3,724,408
24. Health care (\$ 7,255,188) and other amounts receivable	14,324,740	1,393,738	12,931,002	10,830,735
25. Aggregate write-ins for other than invested assets	130,239,381	129,465,224	774,157	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	741,592,864	182,775,945	558,816,919	509,907,987
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	741,592,864	182,775,945	558,816,919	509,907,987
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Intangible Asset Related to Acquired Membership	126,538,664	126,538,664	0	0
2502. Prepaid Commissions	2,345,749	2,345,749	0	0
2503. Federal Contingency Reserves	741,402		741,402	
2598. Summary of remaining write-ins for Line 25 from overflow page	613,566	580,811	32,755	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	130,239,381	129,465,224	774,157	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$262 reinsurance ceded).....	198,591,056	6,540,675	205,131,731	158,743,786
2. Accrued medical incentive pool and bonus amounts	1,707,291		1,707,291	1,156,141
3. Unpaid claims adjustment expenses	2,159,822		2,159,822	1,960,387
4. Aggregate health policy reserves	23,313,692		23,313,692	17,170,692
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	192,655	6,345	199,000	217,000
8. Premiums received in advance	16,419,009		16,419,009	13,024,706
9. General expenses due or accrued	10,538,321		10,538,321	12,618,275
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	14,981,855
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable	144,988		144,988	158,032
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	193,124		193,124	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	3,811,168		3,811,168	0
16. Derivatives.....			0	0
17. Payable for securities	383,190		383,190	0
18. Payable for securities lending	2,948,250		2,948,250	1,499,754
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	17,712,089		17,712,089	7,495,184
23. Aggregate write-ins for other liabilities (including \$5,147 current)	5,147	0	5,147	331
24. Total liabilities (Lines 1 to 23).....	278,119,802	6,547,020	284,666,822	229,026,143
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	416,255,377	416,255,377
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(144,353,280)	(137,621,533)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	274,150,097	280,881,844
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	558,816,919	509,907,987
DETAILS OF WRITE-INS				
2301. Medicare Risk Adjustment Payable.....	5,147		5,147	331
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	5,147	0	5,147	331
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,435,172	2,437,710	4,661,923
2. Net premium income (including \$ 0 non-health premium income).....	XXX	1,190,282,668	955,536,068	1,966,534,552
3. Change in unearned premium reserves and reserve for rate credits	XXX	(28,107)	4,399	(9,090)
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,190,254,561	955,540,467	1,966,525,462
Hospital and Medical:				
9. Hospital/medical benefits	29,886,186	833,122,834	705,856,451	1,434,718,024
10. Other professional services		7,754,731	15,995,221	16,894,332
11. Outside referrals			0	0
12. Emergency room and out-of-area	1,573,515	28,114,146	20,645,609	46,797,308
13. Prescription drugs		116,231,534	104,386,247	208,381,522
14. Aggregate write-ins for other hospital and medical.....	0	0	4,163	4,162
15. Incentive pool, withhold adjustments and bonus amounts.....		624,875	217,166	270,980
16. Subtotal (Lines 9 to 15)	31,459,701	985,848,120	847,104,857	1,707,066,328
Less:				
17. Net reinsurance recoveries		326	52,194,998	85,210,536
18. Total hospital and medical (Lines 16 minus 17)	31,459,701	985,847,794	794,909,859	1,621,855,792
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 34,517,382 cost containment expenses.....		46,304,037	17,980,993	62,755,032
21. General administrative expenses.....		140,393,533	118,857,083	251,823,102
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only).....		806,114	(8,870,000)	(14,426,329)
23. Total underwriting deductions (Lines 18 through 22)	31,459,701	1,173,351,478	922,877,935	1,922,007,597
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	16,903,083	32,662,532	44,517,865
25. Net investment income earned		6,407,672	4,456,251	10,398,490
26. Net realized capital gains (losses) less capital gains tax of \$100,131		185,958	(195,667)	(99,685)
27. Net investment gains (losses) (Lines 25 plus 26)	0	6,593,630	4,260,584	10,298,805
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	2,383	122,757	12,712
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	23,499,096	37,045,873	54,829,382
31. Federal and foreign income taxes incurred	XXX	7,090,208	12,791,474	24,407,585
32. Net income (loss) (Lines 30 minus 31)	XXX	16,408,888	24,254,399	30,421,797
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401. Other Medical Expenses.....			4,163	4,162
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	4,163	4,162
2901. Miscellaneous Income.....		2,383	122,757	12,712
2902.			0	0
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	2,383	122,757	12,712

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	280,881,844	175,615,014	175,615,014
34. Net income or (loss) from Line 32	16,408,888	24,254,399	30,421,797
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$0	(600,595)	(317,500)	2,222,446
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		(18,940,525)	(25,964,407)
39. Change in nonadmitted assets	7,459,960	27,490,162	44,353,367
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		2,136,782	2,136,783
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders	(30,000,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	52,064,089	52,096,844
48. Net change in capital and surplus (Lines 34 to 47)	(6,731,747)	86,687,407	105,266,830
49. Capital and surplus end of reporting period (Line 33 plus 48)	274,150,097	262,302,421	280,881,844
DETAILS OF WRITE-INS			
4701. Correction of Prior Period Errors.....		52,064,089	52,064,088
4702. Valuation allowance for securities lending.....		0	20,756
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	52,064,089	52,084,844

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	1,156,257,258	916,798,312	1,915,947,612
2. Net investment income	8,335,172	4,427,149	11,935,073
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,164,592,430	921,225,461	1,927,882,685
5. Benefit and loss related payments	939,732,813	787,823,252	1,666,398,916
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	178,848,543	113,202,107	258,339,368
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$100,131 tax on capital gains (losses).....	23,133,042	0	9,372,053
10. Total (Lines 5 through 9)	1,141,714,398	901,025,359	1,934,110,337
11. Net cash from operations (Line 4 minus Line 10)	22,878,032	20,200,102	(6,227,652)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	47,916,197	51,791,669	88,777,562
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(37)	(1,820)	(4,604)
12.7 Miscellaneous proceeds	400,455	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	48,316,615	51,789,849	88,772,958
13. Cost of investments acquired (long-term only):			
13.1 Bonds	54,143,429	164,391,407	279,214,806
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	1,415,741	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	55,559,170	164,391,407	279,214,806
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(7,242,555)	(112,601,558)	(190,441,848)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	2,136,782	0
16.3 Borrowed funds	0	0	2,136,783
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	30,000,000	0	0
16.6 Other cash provided (applied).....	13,654,666	88,048,990	68,630,730
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(16,345,334)	90,185,772	70,767,513
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(709,857)	(2,215,684)	(125,901,987)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	8,764,371	134,666,358	134,666,358
19.2 End of period (Line 18 plus Line 19.1)	8,054,514	132,450,674	8,764,371

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	392,801	17,378	237,203	.0	2,490	7,075	24,700	103,955	.0	.0
2 First Quarter	401,004	17,400	215,773	.0	3,566	7,783	24,199	132,283	.0	.0
3 Second Quarter	403,124	18,176	210,394	.0	3,703	8,384	24,026	133,019	.0	5,422
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	2,435,172	105,165	1,288,719		21,672	47,822	144,965	794,547		32,282
Total Member Ambulatory Encounters for Period:										
7. Physician	1,264,954	45,356	496,133				104,927	618,538		
8. Non-Physician	1,020,878	34,796	365,076				43,375	577,631		
9. Total	2,285,832	80,152	861,209	0	0	0	148,302	1,196,169	0	0
10. Hospital Patient Days Incurred	95,251	2,158	23,685				3,636	65,772		
11. Number of Inpatient Admissions	20,561	515	5,578				1,324	13,144		
12. Health Premiums Written (a).....	1,190,764,298	15,536,462	397,859,808	2,786	294,102	1,445,843	64,068,751	711,556,546		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	1,190,736,200	15,508,354	397,859,808	2,796	294,102	1,445,843	64,068,751	711,556,546		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	938,927,335	10,266,427	318,656,861	634	174,810	634,530	52,459,989	556,608,947		125,137
18. Amount Incurred for Provision of Health Care Services	985,848,119	10,012,054	314,230,151	326	174,810	661,644	51,168,327	609,475,671		125,136

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 711,556,546

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
GLEN ELLYN CLINIC.....					148,423	148,423
N W SUBURBAN ANEST.....					10,442	10,442
WOMENS HEALTH.....					374,696	374,696
A UNABLE TO UPDATE PROVIDER INFORMATION.....	23,385					23,385
ABILENE REGIONAL MEDICAL CENTER LP.....	20,487					20,487
ADDISON RADIOLOGY ASSOC SC.....					400,716	400,716
ADVENTIST HINSDALE HOSPITAL.....	42,202			21,505		63,707
ADVOCATE CHRIST MEDICAL CENTER.....	339,754	20,597	15,207			375,558
ADVOCATE CONDELL MEDICAL CTR.....	31,038					31,038
ADVOCATE GOOD SAMARITAN.....	232,517		32,672			265,189
ADVOCATE ILLINOIS MASONIC.....	141,738	29,302				171,040
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	40,239					40,239
ADVOCATE SOUTH SUBURBAN.....	13,270					13,270
ADVOCATE SOUTH SUBURBAN HOSPITAL.....	174,109	487,060	55,346			716,515
ADVOCATE TRINITY HOSPITAL.....	237,872	230,002	112,500	18,321		598,695
AFFILIATED HOME DIALYSIS.....	16,875					16,875
ALABAMA DIALYSIS SERVICES.....		10,808				10,808
ALAMEDA HOSPITAL.....				42,493		42,493
ALDEN ESTATES OF EVANSTON.....	13,158					13,158
ALDEN TOWN MANOR REHAB.....	12,980					12,980
ALDEN WATERFORD REHAB.....	21,036					21,036
ALEGENT HEALTH BERGAN MERCY.....	29,585					29,585
ALEGENT HEALTH IMMANUEL.....		13,313				13,313
ALEGENT HEALTH LAKESIDE HOSPITAL.....		17,947				17,947
ALEXIAN BROTHERS BEHAVIORAL.....	46,345	10,090	15,477			71,912
ALEXIAN BROTHERS MEDICAL CTR.....	224,885					224,885
ALL SAINTS MEDICAL CENTER.....	16,374					16,374
ALLIANCE HOME HEALTH.....	11,323					11,323
ALLPORT CLINIC LLC.....					41,580	41,580
ALPINE LIVING CENTER.....	12,432					12,432
AMEDISYS INC.....	42,414					42,414
AMERIGROUP OHIO.....		21,676				21,676
AMISHI SAWLANI MD.....					127,261	127,261
ANESTHESIA ASSOCIATES OF CINCINNATI INC.....	11,741					11,741
ANESTHESIOLOGY CONSULTANTS.....	27,408	10,083		16,875		54,366
ANN STROINK.....	17,432					17,432
ARH REGIONAL MEDICAL CENTER.....	21,336					21,336
ARIZONA HEART HOSPITAL.....	20,155					20,155
ARMC APACHE JUNCTION.....	10,063					10,063
ARROWHEAD HOSPITAL.....	64,055	82,569	10,095			156,719
ARTHUR JAMES CANCER HOSPITAL.....	15,181					15,181
ASSOC ST JAMES RADIOLOGISTS.....					132,616	132,616
ATLANTA VAMC.....	11,276					11,276
ATP ANESTHESIA LLC.....					22,108	22,108
ATRIUM MEDICAL CENTER.....	30,395					30,395
AURORA BAYCARE MEDICAL CENTER.....		10,010				10,010
AURORA DIALYSIS CENTER.....	14,560					14,560
AURORA HEALTH CARE METRO INC.....	284,085				29,964	314,049
AURORA MEDICAL CENTER GRAFTON LLC.....	19,223					19,223
AVENTURA HOSPITAL AND MEDICAL CENTER.....	20,598					20,598
BANNER BAYWOOD HEART HOSPITAL.....	32,090					32,090
BANNER BAYWOOD MEDICAL CENTER.....	139,471		14,190			153,661
BANNER BAYWOOD RHODES REHAB.....	10,069					10,069
BANNER BOSWELL MEDICAL CENTER.....	61,492					61,492
BANNER DEL E WEBB MEDICAL.....	103,683	10,385				114,068

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
BANNER DESERT MEDICAL CENTER.....	25,969					25,969
BANNER ESTRELLA MEDICAL CENTER.....	43,451					43,451
BANNER GATEWAY MEDICAL CENTER.....	10,426					10,426
BANNER GOOD SAMARITAN MEDICAL.....	34,747		59,443			94,190
BANNER GOOD SAMARITAN MEDICAL CENTER.....			19,677			19,677
BANNER THUNDERBIRD MED CENTER.....	58,275					58,275
BANNER THUNDERBIRD MEDICAL CENTER.....	37,103	10,424				47,527
BAPTIST HEALTHCARE SYSTEM.....			16,773			16,773
BAPTIST HOSPITAL.....	235,978			48,701		284,679
BAPTIST HOSPITAL EAST.....	130,245	53,601		18,024	23,325	225,195
BAPTIST OUTPATIENT SERVICES INC.....	10,193					10,193
BAPTIST REGIONAL MEDICAL CENTER.....	17,307					17,307
BAYFRONT MEDICAL CENTER.....	41,862					41,862
BAYWOOD MEDICAL ASSOCIATES PLL.....		10,628				10,628
BELOIT MEMORIAL HOSPITAL.....	18,405					18,405
BETHANY MEDICAL ASSOCIATES.....					178,481	178,481
BETHESDA HOSPITAL INC.....	37,313					37,313
BETHESDA NORTH HOSPITAL.....	290,695			16,526		307,221
BILOXI REGIONAL MEDICAL CENTER.....	11,876	34,520				46,396
BIO MEDICAL APPLICATION.....	12,903					12,903
BIRINDER MARWAH MD.....					91,351	91,351
BLOUNT MEMORIAL HOSPITAL.....	43,582	10,288	30,119	16,590	14,447	115,026
BLUE ASH DIALYSIS.....	11,154					11,154
BLUE RIVER REHABILITATION CTR.....	21,530					21,530
BLUEMOUND DIALYSIS.....	14,504					14,504
BMA OF AZ ESTRELLA DIALYSIS.....	11,036	36,267				47,303
BMA OF KANSAS CITY.....	48,684	13,082				61,766
BON SECOURS MEMORIAL REGIONAL.....	10,797		12,877			23,674
BON SECOURS ST FRANCIS HEALTH.....	25,581					25,581
BRADFORD HOUSE NURSING AND REHAB.....	16,623					16,623
BRANDON REGIONAL HOSPITAL.....	18,640					18,640
BRIAN C CHO MD.....					48,195	48,195
BRIAN RUSSELL.....		10,725				10,725
BRIDGEPORT HOSPITAL.....					98,763	98,763
BRIGHAM AND WOMENS HOSPITAL.....	17,027					17,027
BRISTOL REGIONAL MEDICAL CENTER.....		10,820				10,820
BROOKESTONE MEADOWS INC.....	10,666					10,666
BROOKWOOD MEDICAL CENTER.....		43,689				43,689
BUREAU OF TENNCARE.....	12,931	42,556				55,487
C J HARRIS COMMUNITY HOSPITAL.....	16,728					16,728
CAMERON REGIONAL MEDICAL CENTER.....	74,850					74,850
CARESOURCE OH.....	15,453	17,207				32,660
CARILION ROANOKE MEMORIAL HOSPITAL.....	25,513					25,513
CARMILYN LESEMANN.....	15,488					15,488
CAROLINAS MEDICAL CENTER.....	28,618					28,618
CARONDELET HEART AND VASCULAR INSTITUTE.....					26,515	26,515
CARONDELET MANOR.....	11,097					11,097
CARONDELET ST JOSEPHS HOSPITAL.....	39,938					39,938
CARONDELET ST MARYS HOSPITAL.....	27,096	11,785				38,881
CARTERSVILLE MEDICAL CENTER.....	12,625					12,625
CASCADE HEMOPHILIA CONSORTIUM.....					31,298	31,298
CASS REGIONAL MEDICAL CENTER.....	70,491	30,701				101,192
CATHOLIC HEALTH PARTNERS SYS.....	17,503					17,503
CATHOLIC HEALTHCARE WEST.....	32,047	31,954				64,001
CEDAR LAKE VILLAGE.....	11,985					11,985
CENTENE ARIZONA LTC.....	115,718					115,718

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
CENTENNIAL HILLS HOSPITAL MEDICAL.....	828,153	471,909	389,615	428,077	806,175	2,923,929
CENTENNIAL MEDICAL CENTER.....	25,554				69,026	94,580
CENTER FOR SPINAL SURGERY.....	15,855					15,855
CENTERPOINT MEDICAL CENTER.....	203,201	15,335	57,208			275,744
CENTRAL BAPTIST HOSPITAL.....	25,785					25,785
CENTRAL DUPAGE HOSPITAL.....	65,462	29,194	10,400			105,056
CEP AMERICA ILLINOIS PC.....					227,748	227,748
CHANDLER REGIONAL HOSPITAL.....	50,377	38,792	114,621			203,790
CHILDRENS HEALTHCARE.....	10,433					10,433
CHILDRENS HOSP HOME HEALTH.....	76,611				22,877	99,488
CHILDRENS HOSP MEDICAL CENTER.....	78,358					78,358
CHILDRENS HOSPITAL.....	20,028					20,028
CHILDRENS HOSPITAL MEDICAL CENTER.....	437,807	44,067		38,721		520,595
CHILDRENS HOSPITAL OF WISCONSIN.....	69,479				55,151	124,630
CHILDREN'S MEMORIAL SPECIALTY.....	12,606					12,606
CHILDRENS ORTHOPAEDICS.....	11,258					11,258
CHRIS RIDGE PREMIER CARE.....	10,258					10,258
CHRIST HOSPITAL.....	528,012				10,018	538,030
CHRIST HOSPITAL SPINE SURGERY CENTER.....	28,248					28,248
CHRISTINE MUNSON.....	21,714					21,714
CHRISTUS SPOHN CC MEMORIAL HOSPITAL.....	26,951					26,951
CINCINNATI VAMC.....	21,654					21,654
CIVIC CENTER HEALTH & REHABILITATION.....	20,076					20,076
CLARIAN HEALTH NORTH LLC.....	61,468					61,468
CLARK MEMORIAL HOSPITAL.....	36,701					36,701
CLARK REGIONAL MEDICAL CENTER.....	13,209					13,209
CLEVELAND CLINIC FOUNDATION.....	83,613	12,557				96,170
COLUMBIA ST MARYS CSM OZAUKEE PHARMACY.....	15,127					15,127
COMMUNITY HOSPITAL.....	21,812					21,812
COMMUNITY HOSPITALS OF IN INC.....	61,989					61,989
COMMUNITY MEMORIAL HOSPITAL.....	52,982					52,982
COPLEY MEMORIAL HOSPITAL.....	69,174	54,826	166,573		86,783	377,356
CORAM HEALTHCARE.....	39,680					39,680
COREY SHAMAH.....	13,769					13,769
CORNERSTONE HOSPITAL OF AUSTIN.....				85,827		85,827
CORNERSTONE OF RECOVERY INC.....	10,805					10,805
CORPUS CHRISTI MEDICAL CENTER.....	17,028		27,746			44,774
CREIGHTON UNIVERSITY MEDICAL.....	158,158					158,158
CRESTVIEW HILLS DIALYSIS.....	15,238					15,238
CRESTWOOD MEDICAL CENTER LP.....	10,709					10,709
DANIEL KELLY.....	22,355					22,355
DANIEL P MASS MD.....	10,138					10,138
DAVID WEATHERFORD.....	19,924					19,924
DAY SURGERY FACILITIES.....	190,730	161,947	141,416		449,942	944,035
DCA BERWYN.....	99,252					99,252
DCA CRESTWOOD.....	11,539					11,539
DCA OF CINCINNATI LLC.....	23,547					23,547
DCA ORLAND PARK.....	39,527					39,527
DCA SKOKIE.....		13,017				13,017
DEARBORN COUNTY HOSPITAL.....	10,014					10,014
DECATUR HOSPITAL.....				34,754		34,754
DEHLI DIALYSIS.....	14,887					14,887
DELNOR COMMUNITY HOSPITAL.....	15,958	19,228				35,186
DENVER HEALTH MEDICAL CTR.....				82,084		82,084
DESERT COVE NURSING CENTER.....	11,644					11,644
DESERT SPRINGS HOSPITAL MEDICAL.....	878,430	964,422	807,120	634,570	1,492,041	4,776,583

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
DESERT VIEW REGIONAL MEDICAL.....			14,461			14,461
DHAVAL J SHAH MD.....	10,816					10,816
DIAGNOSTIC IMAGING ASSOCIATES.....					107,101	107,101
DIALYSIS CLINIC INC.....	41,034	10,134			10,308	61,476
DIALYSIS CTRS OF AMERICA.....					16,825	16,825
DIALYSIS CTRS OF AMERICA PRAIR.....	53,981	19,323				73,304
DIALYSIS OF NORTHERN ILLINOIS LLC.....	10,480					10,480
DIRECT DIALYSIS.....	24,573					24,573
DOCTORS CHOICE HOME HEALTH MED.....	10,475					10,475
DOCTORS HOSPITAL OF SARASOTA.....	14,420					14,420
DRAKE OUTPATIENT SERVICES.....	11,554				27,548	39,102
DSI HAZEL CREST RENAL CENTER.....	13,034					13,034
DSI LAS VEGAS RENAL CENTER.....	27,567					27,567
DSI LOOP RENAL CENTER.....	34,936					34,936
DSI SOUTH HOLLAND RENAL CENTER.....	15,136					15,136
DSI WAUKEGAN RENAL CENTER.....	15,143					15,143
DUKE UNIVERSITY HOSPITAL.....	16,194					16,194
EDGEWOOD MANOR NH.....	12,788	20,551				33,339
EDWARD HOSPITAL.....	73,982					73,982
EDWARD WHITE HOSPITAL INC.....	17,589					17,589
ELK GROVE LAB PHYSICIANS.....					67,726	67,726
ELMBROOK MEMORIAL HOSPITAL.....	19,653					19,653
ELMHURST ANESTHESIOLOGISTS PC.....					30,077	30,077
ELMHURST MEMORIAL HEALTH SYSTEM.....					14,721	14,721
ELMHURST MEMORIAL HOSPITAL.....	37,919				13,772	51,691
EMORY UNIVERSITY HOSPITAL.....					65,297	65,297
EUREKA SPRINGS HOSPITAL HOMECARE.....	13,798					13,798
EVANGELICAL HOSPITAL CORP.....	308,017	732,581	677,941	16,182	1,778,042	3,512,763
EVENDALE MEDICAL CENTER LLC.....	14,918				31,715	46,633
EVERGREEN HOSPITAL MEDICAL CTR.....					28,846	28,846
EXEMPLA LUTHERAN MEDICAL CTR.....	76,606					76,606
FADI F ESTEPHAN MD.....	14,401					14,401
FATIMA MOHIUDDIN.....					48,825	48,825
FL AHCA.....	15,725	22,737	17,156			55,618
FLAGLER HOSPITAL INC.....					14,602	14,602
FLORIDA CANCER SPECIALISTS.....	16,211					16,211
FLORIDA HOSPITAL CENTRE CARE.....					87,886	87,886
FLORIDA ORTHOPAEDIC INSTITUTE.....	11,961					11,961
FLOYD MEDICAL CENTER.....	61,690				52,795	114,485
FLOYD MEMORIAL HOSPITAL.....	59,850					59,850
FMC DESERT INN.....		16,220				16,220
FMC DIALYSIS SERVICES BURBANK.....	26,984					26,984
FMC NW LAS VEGAS.....	16,844					16,844
FMC OF LAKE BLUFF.....	11,542		13,364			24,906
FMC PLAINFIELD LLC.....	10,739					10,739
FMC SOUTH RAINBOW.....	15,802					15,802
FRANCISCAN ST JAMES HEALTH.....	27,467	27,495	17,301			72,263
FRANCISCAN ST MARGARET HEALTH.....	32,980					32,980
FRANKFORT REG MED CTR.....	14,183					14,183
FRAZIER REHAB INSTITUTE.....	82,640					82,640
FRESENIUS MEDICAL CARE NALCO.....	13,052					13,052
FRESENIUS MEDICAL CARE NILES.....	22,218					22,218
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	127,122				18,767	145,889
FT SANDERS REGIONAL MEDICAL CENTER.....	105,774				83,428	189,202

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
FULLERTON KIMBALL MEDICAL GRP.....					110,503	110,503
GA DEPT OF COMMUNITY HEALTH.....		17,220				17,220
GALESBURG COTTAGE HOSPITAL.....	17,000					17,000
GAYLORD HOSPITAL INC.....	110,941					110,941
GENERAL PHYSICIAN SERVICES.....	19,358					19,358
GENOPTIX CLINICAL LABORATORY.....	15,142					15,142
GENTIVA HEALTH SERVICES.....	45,088					45,088
GLENNON PLACE LLC.....	12,674					12,674
GLENVIEW TERRACE NURSING CTR.....	12,827					12,827
GOOD SAMARITAN HOSPITAL.....	707,595	12,015	12,808	11,341		743,759
GOOD SAMARITAN HOSPITAL.....	70,625					70,625
GOOD SAMARITAN HOSPITAL SAN JOSE.....			18,854			18,854
GOTTLIEB MEMORIAL HOSPITAL.....	69,827	30,385	13,206			113,418
GREATER FLORIDA ANESTHESIOLOGISTS.....	10,735					10,735
GREATER FLORIDA ANESTHESIOLOGISTS.....	11,491					11,491
GREENVIEW REGIONAL HOSPITAL.....	13,678					13,678
GREENVILLE HOSPITAL SYSTEM.....	167,690	16,569	11,482			195,741
GREER MEMORIAL HOSPITAL.....	17,305					17,305
GROVE HILL MEMORIAL HOSPITAL.....	10,722					10,722
GSS-OLATHE.....	11,295					11,295
H LEE MOFFITT CANCER CENTER.....	23,996					23,996
HARESH B SAWLANI.....					44,100	44,100
HAVEN SENIOR HORIZON.....	12,128					12,128
HEALTHSOUTH HOSPITAL AT TENAYA.....	50,394					50,394
HEALTHSOUTH REHABILITATION.....	19,332				11,952	31,284
HEART HOSPITAL OF NEW MEXICO.....		20,356	20,356			40,712
HEART OF AMERICA SURGERY CTR.....					16,410	16,410
HEARTLAND SURG SPECIALTY.....				11,643		11,643
HENRY MEDICAL CENTER INC.....	20,310					20,310
HERME O SYLORA.....					52,228	52,228
HIGH FIELD AND OPEN MRI.....	17,372					17,372
HILLCREST MEDICAL CENTER.....				11,227		11,227
HILLHAVEN.....					56,218	56,218
HLG ANES ASSOCIATES LLC.....					30,138	30,138
HOAG MEMORIAL HOSPITAL.....	10,677					10,677
HOLSTON VALLEY MEDICAL CENTER.....	35,293	14,392				49,685
HOLY CROSS HOSPITAL.....	19,556				24,410	43,966
HOLY FAMILY MEDICAL CENTER.....	179,965					179,965
HOMESTEAD HOSPITAL INC.....	12,685					12,685
HUALAPAI MOUNTAIN MEDICAL CENTER.....		10,577				10,577
HUNTINGTON MEMORIAL HOSPITAL.....	11,865					11,865
HUNTSVILLE HOSPITAL.....	34,787					34,787
IHC EVANSTON REGIONAL HOSPITAL.....		11,623				11,623
ILLINOIS DEPT OF HEALTHCARE.....					41,770	41,770
ILLINOIS MASONIC MEDICAL CTR.....					20,449	20,449
IMELDIA SIA MD SC.....					45,045	45,045
INDIAN CREEK HEALTH CARE CTR.....	10,218					10,218
INDIAN MEADOWS HEALTHCARE CENTER.....	11,219					11,219
INDIAN PATH MEDICAL CENTER.....	23,121		13,369			36,490
INDIANA UNIVERSITY HEALTH.....	42,781					42,781
INDIANA UNIVERSITY HEALTH INC.....		93,113				93,113
INGALLS MEMORIAL HOSPITAL.....	30,263					30,263
INNOVATIVE SENIOR CARE.....	12,037					12,037
INTEGRIS BASS BAPTIST HEALTH CENTER.....	31,836					31,836
INTERIM HEALTHCARE OF KC INC.....	19,023					19,023

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
JACKSON MEMORIAL HOSPITAL	52,459				147,958	200,417
JACKSON PARK HOSPITAL	50,819					50,819
JAMES M HANNA NP	10,605					10,605
JAMES S JACOB MD	10,512					10,512
JAMIE BAISDEN	19,340					19,340
JEFF TRAUB	14,175					14,175
JENNIE STUART MEDICAL CENTER		12,695				12,695
JENNIFER ASH	12,218					12,218
JEWISH HOSPITAL INC.	197,948					197,948
JEWISH HOSPITAL LLC	101,933					101,933
JEWISH HOSPITAL/ST MARYS HEALTH	14,999	18,974				33,973
JFK MEDICAL CENTER	20,192					20,192
JH STROGER HOSPITAL OF COOK	12,327	28,480				40,807
JOHANNA CHOOKASZIAN					18,582	18,582
JOHN C LINCOLN HOSPITAL DEER	34,764	13,851				48,615
JOHN C LINCOLN HOSPITAL NORTH	26,966					26,966
JOHN KNOX VILLAGE	47,678					47,678
JOHN MUIR MEDICAL CENTER	21,535					21,535
JOHN SMITH	10,061			11,329		21,390
JOHNSON CITY MED CTR HOSP INC	59,091					59,091
JOHNSON CITY MEDICAL CENTER	60,059	10,285		97,048	43,208	210,600
JOHNSTON MEMORIAL HOSPITAL	21,379		18,216			39,595
JONATHON HENRY	12,780					12,780
JOURNEYLITE OF CINCINNATI LLC	22,050				11,970	34,020
JUAN TELLEZ MD					92,611	92,611
KANSAS CITY ORTHOPAEDIC INSTITUTE		14,696				14,696
KASEMAN HOSPITAL	28,963					28,963
KCI USA INC	10,370					10,370
KEITH OSBORN	15,194					15,194
KENDALL REGIONAL MEDICAL CENTER	28,414					28,414
KENTUCKY RIVER MEDICAL CENTER	16,807					16,807
KETTERING MEDICAL CENTER	58,331					58,331
KIERNAN EXTENDED CARE					17,600	17,600
KINDRED HOSPITAL ALBUQUERQUE		10,570				10,570
KINDRED HOSPITAL CENTRAL TAMPA	43,360					43,360
KINDRED HOSPITAL KANSAS CITY	102,334					102,334
KINDRED HOSPITAL LOUISVILLE	208,018	44,959				252,977
KINGMAN REGIONAL MEDICAL CTR					20,840	20,840
KOSAIR CHILDRENS HOSPITAL	62,065				38,507	100,572
KOSAIR CHILDREN'S HOSPITAL	19,285					19,285
KY DEPT FOR MEDICAID SERVICE	99,721	157,775	138,103			395,599
L E COX MEDICAL CENTERS	13,774					13,774
LABCORP OF AMERICA HOLDINGS	18,679					18,679
LAFAYETTE GENERAL MEDICAL CTR			22,583			22,583
LAGRANGE MEMORIAL HOSPITAL	22,544					22,544
LAKEVIEW VILLAGE HEALTH CENTER	39,127					39,127
LAKEWOOD REGIONAL MEDICAL	18,588					18,588
LAS VEGAS HEALTHCARE AND REHAB	127,503	16,746	45,023			189,272
LAUGHLIN MEMORIAL HOSPITAL INC		60,962				60,962
LCC OF KANSAS CITY	10,004					10,004
LECONTE MEDICAL CENTER	18,466					18,466
LEE MEMORIAL HOSPITAL	11,905					11,905
LEES SUMMIT MEDICAL CENTER	14,345					14,345
LEES SUMMIT MEDICAL CENTER	28,474					28,474
LEGACY HEALTH & REHAB CTR	14,155					14,155
LEONARD J CERULLO MD					72,245	72,245

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
LEWIS GALE MEDICAL CENTER.....			16,242			16,242
LEXINGTON PHYSICAL THERAPY.....	10,638					10,638
LIBERTY DIALYSIS LLC.....	67,386					67,386
LIBERTY HOSPITAL.....		23,899				23,899
LIFE CARE CENTER OF.....	12,796					12,796
LIFE CARE CENTER OF AURORA.....	18,531					18,531
LIFE CARE CENTER SCOTTSDALE.....	19,534					19,534
LIFECARE CNTR PARADISE VALLEY.....		13,968				13,968
LINCARE INC.....	11,565					11,565
LINCOLN PARK PHYSICAL THERAPY.....					72,703	72,703
LINDNER CENTER OF HOPE.....	42,990					42,990
LITTLE CO OF MARY HOSPITAL.....	170,031	58,684	64,049		16,636	309,400
LITTLETON ADVENTIST HOSPITAL.....	41,226				10,093	51,319
LOUISIANA DHH.....	32,314					32,314
LOUISVILLE SURGERY CENTER.....	13,887					13,887
LOURDES HOSPITAL.....					23,710	23,710
LOWELL BARROW MD.....					19,516	19,516
LOYOLA UNIVERSITY MED CTR.....	116,433	14,572				131,005
LUMC HOME CARE & HOSPICE.....			17,007			17,007
LUTHERAN GENERAL HOSPITAL INC.....					18,459	18,459
LYNWOOD NURSING HOME.....	36,635					36,635
M RAMEZ SALEM MD & ASSOCIATES.....					30,690	30,690
MACNEAL HOSPITAL.....	431,418	130,756	28,946		69,181	660,301
MANAGEMENT AND NETWORK SERVICE.....	19,660					19,660
MANORCARE HEALTH SERVICES.....	10,278					10,278
MANORCARE HEALTH SERVICES NORTH OLMSTED.....					14,374	14,374
MANUEL MODIANO.....	10,184					10,184
MAPLEWOOD CENTER.....	17,398					17,398
MARC GALLOWAY.....	11,377					11,377
MARGARET R NETTLETON MD.....					62,591	62,591
MARICOPA HEALTH SYSTEM.....	25,344	13,515			29,190	68,049
MARK DUBIN MD LLC.....					95,761	95,761
MARK GARDON.....	10,736					10,736
MARK GIACOMIN.....					1,081,721	1,081,721
MARK J STOUT MD.....	19,936					19,936
MARK R FESEN MD.....	14,400					14,400
MARY BLACK MEMORIAL HOSPITAL.....	56,591	18,171				74,762
MARYHAVEN NURSING & REHAB CTR.....		10,707				10,707
MARYVALE HOSPITAL.....		19,933				19,933
MAYO CLINIC FLORIDA.....	13,716					13,716
MAYO CLINIC JACKSONVILLE.....	11,048					11,048
MAYO ROCHESTER METHODIST HOSPITAL.....					30,107	30,107
MAYO ST MARYS HOSPITAL.....	19,656					19,656
MD ANDERSON CANCER CENTER.....	17,536	12,132				29,668
MDWISE HEALTH PLAN.....	16,063					16,063
MEA ELK GROVE LLC.....					752,228	752,228
MEASE COUNTRYSIDE HOSPITAL.....	25,237					25,237
MEDICAL CENTER OF AURORA.....	36,138					36,138
MEDICAL CTR OF LA NEW ORLEANS.....	20,810					20,810
MEDICALODGE POST ACUTE CARE.....	24,865					24,865
MEDICARE MSPRC GHP.....	20,506					20,506
MEMORIAL HEALTH SYSTEM.....	162,855	64,731	29,868			257,454
MEMORIAL HOSPITAL AT GULFPORT.....	25,012					25,012
MEMORIAL HOSPITAL MIRAMAR.....	11,886	42,458				54,344
MEMORIAL HOSPITAL OF TAMPA.....	21,044					21,044
MEMORIAL HOSPITAL WEST.....	36,896	14,849			23,208	74,953

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
MEMORIAL MEDICAL CENTER.....	39,111					39,111
MEMORIAL MISSION HOSPITAL.....	12,836					12,836
MENORAH MEDICAL CENTER.....	66,933					66,933
MERCY GILBERT MEDICAL CENTER.....	134,508					134,508
MERCY HOSPITAL & MEDICAL CTR.....	44,210					44,210
MERCY HOSPITAL ANDERSON.....	72,218					72,218
MERCY HOSPITAL FAIRFIELD.....	63,285					63,285
MERCY HOSPITAL WESTERN HILLS.....	15,837					15,837
MERCY MEDICAL CENTER.....	326,999	27,434		24,036	12,017	390,486
MERCY MEDICAL CENTER BEHAVIORAL HEALTH.....	24,165					24,165
MERCY ST VINCENT NW REGION.....					18,651	18,651
MESA VIEW REGIONAL HOSPITAL.....			11,630			11,630
METHODIST MEDICAL CENTER.....	101,483					101,483
METHODIST MEDICAL CENTER OF ILLINOIS.....	12,773					12,773
METHODIST SPECIALTY TRANSPLANT HOSPITAL.....					28,919	28,919
METROSOUTH MEDICAL CENTER.....	85,959	13,626			48,887	148,472
MIAMI VALLEY HOSPITAL.....	62,538		11,991		37,620	112,149
MICHAEL REESE HOSP & MED CTR.....					25,837	25,837
MICHAEL S ROH MD.....	15,432					15,432
MICHAEL Y CHANG MD.....				12,726		12,726
MID AMERICA REHAB HOSPITAL.....	15,385					15,385
MIDWEST ORTHOPEDIC SPECIALTY.....	12,635					12,635
MIDWESTERN REGIONAL MEDICAL CENTER.....					16,517	16,517
MINIMED DISTRIBUTION CORP.....	10,068					10,068
MISSOURI MEDICAID.....		31,792				31,792
MO HEALTHN ET DIVISION.....		13,419				13,419
MOBILE INFIRMARY MEDICAL CENTER.....	200,757					200,757
MOBILE INFIRMARY MEDICAL CNTR.....	36,893	81,243				118,136
MOBILE MED CARE.....				11,577		11,577
MOBILITY SYSTEMS AND SOLUTIONS.....	11,549					11,549
MONTANA ACADEMY.....					19,213	19,213
MORTON PLANT HOSPITAL.....	34,905					34,905
MOUNT SINAI HOSPITAL.....	28,243					28,243
MOUNTAIN VIEW HOSPITAL.....	1,203,815	500,811	319,738	302,813	360,776	2,687,953
MT VIEW CENTER FOR GERIATRIC.....	10,513					10,513
MUNSTER MEDICAL RESEARCH.....	12,253					12,253
MURRAY CALLOWAY COUNTY HOSPITAL.....	14,149					14,149
NAPERVILLE PSYCH VENTURE.....		11,393				11,393
NEBRASKA METHODIST HOSPITAL.....	28,829					28,829
NEOMEDICA HAZEL CREST.....	20,464	14,294				34,758
NEOMEDICA EVERGREEN PARK.....	46,389	15,904				62,293
NEOMEDICA OF SOUTH SHORE.....	11,501					11,501
NEVADA ANESTHESIA CONSULTANTS.....				11,773		11,773
NEW MARK CARE CENTER.....	10,959					10,959
NICOLE SCHWENSOW.....	11,189					11,189
NOLAND HOSPITAL SHELBY.....		58,064				58,064
NORTH AUSTIN MEDICAL CENTER.....	15,560				74,122	89,682
NORTH AVENUE DIALYSIS CENTER.....	57,644					57,644
NORTH CENTRAL BAPTIST HOSPITAL.....	17,636					17,636
NORTH HILLS DIALYSIS CENTER.....	14,632					14,632
NORTH KANSAS CITY HOSPITAL.....	377,312	34,557	39,421			451,290
NORTH VISTA HOSPITAL.....	94,893	187,045	379,455	84,355	148,667	894,415
NORTHEAST GEORGIA MEDICAL CENTER INC.....	12,290					12,290
NORTHLAND LT ACUTE CARE HOSPITAL.....	16,526					16,526
NORTHSHORE UNIVERSITY HEALTHSYSTEM.....	173,234					173,234
NORTHSHORE UNIVERSITY HEALTHSYSTEM.....	25,116					25,116

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
NORTHSIDE CHEROKEE HOSPITAL INC.....	14,632					14,632
NORTHSIDE FORSYTH.....	73,291					73,291
NORTHSIDE HOSPITAL.....	87,302				89,770	177,072
NORTHWEST COMMUNITY HOSPITAL.....	113,960					113,960
NORTHWEST MEDICAL CENTER.....	16,967	22,184				39,151
NORTHWESTERN MEMORIAL HOSPITAL.....	215,987	24,611				240,598
NORTON AUDUBON HOSPITAL.....	47,955					47,955
NORTON BROWNSBORO HOSPITAL.....	81,543		10,675			92,218
NORTON COMMUNITY HOSPITAL.....	41,474					41,474
NORTON HOSPITAL INC.....	34,166					34,166
NORTON HOSPITALS INC.....	97,594	41,269				138,863
NORTON SUBURBAN HOSPITAL.....	175,221		21,346			196,567
NW MEDICAL CENTER BENTONVILLE.....	91,805	11,032	11,807			114,644
OAK PARK MEDICAL PRACTICES.....					148,839	148,839
OAKLAWN RADIOLOGY IMAGING.....					43,155	43,155
OCALA REGIONAL MEDICAL CENTER.....	20,994					20,994
ODJFS.....	16,610	51,356	10,323			78,289
OHIO PIKE DIALYSIS.....	20,511					20,511
OLATHE MEDICAL CENTER INC.....	39,158		25,458		47,205	405,134
ORCHARD PARK REHABILITATION.....	15,997		100,574			133,755
ORO VALLEY HOSPITAL.....	37,104		18,032	40,732	14,076	877,174
ORTHOPAEDIC HOSPITAL OF WISCONSIN.....				13,833		13,833
OSCEOLA REGIONAL MEDICAL CENTER.....	12,345					12,345
OSF SAINT FRANCIS MEDICAL CENTER.....	332,471		25,458		47,205	405,134
OUR LADY OF THE RESURRECTION.....	33,181		100,574			133,755
OVERLAND PARK REGIONAL MEDICAL.....	770,524	33,810	18,032	40,732	14,076	877,174
OWENSBORO MEDICAL HEALTH.....	34,604					34,604
PALMETTO GENERAL HOSPITAL.....		65,936				65,936
PALO VERDE MENTAL HEALTH.....	29,751					29,751
PALOMAR MEDICAL CENTER.....			10,188			10,188
PALOS COMMUNITY HOSPITAL.....	100,787	26,497	17,864			145,148
PARADISE VALLEY HOSPITAL.....	48,027	26,144				74,171
PARK TERRACE HEALTH CAMPUS.....	10,955					10,955
PARKER ADVENTIST HOSPITAL.....	25,030	12,856				37,886
PARKWEST MEDICAL CENTER.....	112,084				22,571	134,655
PASSPORT HEALTH PLAN.....		85,236				85,236
PATHOLOGY PARTNER.....					105,526	105,526
PATRICK MILLER.....	15,978					15,978
PEDIATRIC OTOLARYNGOLOGY.....	11,505					11,505
PEKIN HOSPITAL.....	35,471					35,471
PENROSE ST FRANCIS.....	37,192	30,292			34,366	101,850
PETER STURM.....			13,317			13,317
PETER VOLK MD.....			16,963	11,057		28,020
PHILIP LEWING.....					56,280	56,280
PHOENIX BAPTIST HOSPITAL.....	27,721	12,927				40,648
PIKES PEAK CARE AND REHABILITATION.....	13,374					13,374
PIKEVILLE MEDICAL CENTER.....	11,941					11,941
PLEASANT VALLEY MANOR CARE.....	13,904					13,904
POINTER TRAIL HEALTH AND REHAB.....	16,078					16,078
PORTAGE COMMUNITY HOSPITAL.....	14,986					14,986
PORTER ADVENTIST HOSPITAL.....	16,919					16,919
PREMIER PAIN SPECIALISTS LLC.....					79,696	79,696
PRESBYTERIAN ST LUKES MED CTR.....	178,206				42,727	220,933
PRESBYTERIAN ST LUKES MEDICAL.....	155,256					155,256

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
PRINCETON BAPTIST MED CENTER.....	25,369	19,080				44,449
PROCTOR HOSPITAL.....	39,130					39,130
PROVENA MCAULEY MANOR.....	38,480	10,021				48,501
PROVENA MERCY MEDICAL CENTER.....	240,570	22,845	24,852		169,962	458,229
PROVENA ST JOSEPH MEDICAL CTN.....	44,565	32,364	12,840			89,769
PROVENA ST MARYS HOSPITAL.....					176,490	176,490
PROVIDENCE HOSPITAL.....	23,911					23,911
PROVIDENCE MEDICAL CENTER.....	383,090	97,751	39,994		10,752	531,587
PROVIDENCE PLACE.....	30,618					30,618
PROVIDER NOT AVAILABLE.....	13,326					13,326
QUEST DIAGNOSTICS.....	39,926					39,926
RADIATION ONCOLOGY LTD.....					42,210	42,210
RADIOLOGICAL CONS OF WOODSTOCK.....					274,683	274,683
RADIOLOGICAL PHYSICIANS.....					73,365	73,365
RCG MERRIONETTE PARK.....	22,867					22,867
RCGCI EAST PEORIA.....	17,851					17,851
RCGCI PEKIN.....	18,192	12,751				30,943
RCGCI PEORIA DOWNTOWN.....	16,747					16,747
RCGCI PEORIA NORTH.....	20,647					20,647
RED ROCK BEHAVIORAL.....	14,461					14,461
REDMOND REGIONAL MEDICAL CENTER.....	40,966					40,966
REGENCY HOSP NW ARKANSAS.....	18,307					18,307
RENAL CARE GROUP LAS VEGAS.....	33,066					33,066
RESCARE HOMECARE LOUISVILLE.....	12,279					12,279
RESEARCH BELTON HOSPITAL.....		21,348				21,348
RESEARCH MEDICAL CENTER.....	498,221		24,023			522,244
RESEARCH PSYCHIATRIC CENTER.....	40,624	20,600				61,224
RESURRECTION HOSPITAL.....					90,721	90,721
RESURRECTION MEDICAL CENTER.....	106,883				49,991	156,874
RESURRECTION NURSING & REHAB.....	13,172					13,172
RESURRECTION ST JOSEPH PSYCH.....	22,714	10,587				33,301
RICHARD BEATY DO.....					36,225	36,225
RICHARD E STEPHENSON.....					31,784	31,784
RICHMOND COMMUNITY HOSPITAL.....		22,302				22,302
RIGHTSOURC E SPECIALTY RX.....	11,852					11,852
RIVER RIDGE CARE AND REHABILITATION.....	11,589					11,589
RIVERVIEW HOSPITAL.....	12,031					12,031
RML HEALTH PROVIDERS LP.....		18,139	32,152			50,291
ROBERT BOHINSKI.....	15,609					15,609
ROBERT WOOD JOHNSON UNIV HOSPITAL.....			13,604			13,604
ROBERT WOOD JOHNSON UNIVERSITY.....	13,288					13,288
ROCKFORD MEMORIAL HOSPITAL.....				14,953		14,953
ROCKTON COMMUNITY HEALTH CTR.....					124,958	124,958
ROCKY MOUNTAIN HOLDINGS LLC SE.....	26,746					26,746
ROKEYA BEGUM AKHTAR M D.....					773,648	773,648
ROLAND M TIO MD.....	19,933	13,073	15,107	23,285		71,398
ROSE DELIMA HOSPITAL.....	10,505				914,924	925,429
ROSE MEDICAL CENTER.....	126,471					126,471
ROSEWOOD HEALTH AND REHAB CENTER.....	12,020					12,020
ROUND ROCK MEDICAL CENTER.....				15,066	21,461	36,527
ROYA FAMILY MEDICAL CENTER.....					275,628	275,628
ROYAL TERRACE NURSING AND REHAB.....	12,180					12,180
RTC BATESVILLE.....	13,031					13,031
RUSH UNIVERSITY MEDICAL CENTER.....	16,260					16,260
RUSH UNIVERSITY MEDICAL CTR.....	26,383					26,383
SADDLEBACK MEMORIAL MEDICAL CENTER.....	11,735					11,735

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
SAINT ALPHONSUS REGIONAL MEDICAL	20,086	56,123				76,209
SAINT ANTHONY MEDICAL CENTER	26,048					26,048
SAINT JOSEPH HEALTH SYSTEM	98,363				65,823	164,186
SAINTJOSEPH EAST HOSPITAL	82,807					82,807
SAINTS MARY & ELIZABETH MEDICAL	80,327	25,073				105,400
SAINTS MARY AND ELIZABETH HOSPITAL	25,867				88,433	114,300
SAINTS MARY AND ELIZABETH MEDICAL		15,672				15,672
SALEM HOSPITAL		17,057				17,057
SAMUEL M. YUNEZ MD					51,031	51,031
SARAH BUSH LINCOLN HEALTH	10,558					10,558
SCTTSDLE HLTH OSB	31,036					31,036
SCTTSDLE HLTH SHEA	105,123	20,609				125,732
SCTTSDLE HLTH TPK	13,422		10,984			24,406
SEMMES MURPHEY SURGERY CENTER		11,901				11,901
SEQUOIA HEALTH SERVICES	39,290					39,290
SET SHAHBABIAN	13,250					13,250
SETON MEDICAL CENTER AUSTIN					62,925	62,925
SEVEN HILLS BEHAVIORAL		11,907				11,907
SHANGRI LA REHAB & LIVING CENTER	10,655					10,655
SHARP CHULA VISTA MEDICAL CENTER	15,103					15,103
SHAWNEE GARDENS HEALTHCARE	38,393					38,393
SHAWNEE MISSION MEDICAL CTR	50,787	21,555	23,286		30,700	126,328
SHEILA D COOPER MD		22,181				22,181
SHELBY BAPTIST MEDICAL CENTER			15,783			15,783
SHEPHERD CENTER	42,680					42,680
SHERIDAN HEALTHCARE	11,416					11,416
SHERMAN HOSPITAL	52,998	22,378	16,207			91,583
SIERRA VISTA REGIONAL HEALTH	20,917					20,917
SILVERTON HOME TRAINING DIALYSIS CENTER		14,597				14,597
SINGING RIVER HOSPITAL	80,754	109,389	17,909			208,052
SIRONA INFUSION LLC	10,291				16,292	26,583
SKY RIDGE MEDICAL CENTER	56,793		28,884			85,677
SMYTH COUNTY COMMUNITY HOSPITAL	13,570					13,570
SOUTH MIAMI HOSPITAL INC.	21,967					21,967
SOUTH TEXAS SPINE AND SURGICAL					27,075	27,075
SOUTHERN HILLS HOSPITAL	274,161	132,024	315,556	165,498	279,556	1,166,795
SOUTHVIEW MEDICAL CENTER	14,955					14,955
SPARKS REGIONAL MEDICAL CENTER	54,976					54,976
SPRING VALLEY HOSPITAL MEDICAL	979,564	899,974	521,445	635,970	1,285,282	4,322,235
SPRINGHILL MEMORIAL HOSPITAL	44,434		19,358			63,792
SSH FT SMITH	20,382					20,382
ST ALEXIUS MEDICAL CENTER	89,081	48,080	24,581		13,837	175,579
ST ANTHONY CENTRAL HOSPITAL					145,219	145,219
ST ANTHONY CENTRAL REHAB	19,808					19,808
ST ANTHONY EMERGENCY SVCS					184,277	184,277
ST ANTHONY MEDICAL CENTER	31,262					31,262
ST ANTHONYS HOSPITAL INC.	11,513					11,513
ST BENEDICT NURSING & REHAB	14,091					14,091
ST EDWARD MERCY MEDICAL CNTR	261,646	21,541				283,187
ST ELIZABETH HEALTHCARE	435,561	44,397				479,958
ST FRANCIS EASTSIDE	20,314					20,314
ST FRANCIS HOSP OF EVANSTON	20,895	33,035		46,410		100,340
ST FRANCIS MEDICAL CENTER	102,769					102,769
ST FRANCIS REHAB CENTER	17,643	12,405				30,048
ST JOHN MEDICAL CENTER	11,721					11,721
ST JOHNS LEBANON	60,877					60,877

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
ST JOHNS REGIONAL HEALTH CNTR.....	196,941	45,760	11,109			253,810
ST JOHNS REGIONAL MEDICAL CENTER.....	13,665					13,665
ST JOSEPH HOSPITAL.....	142,188	14,094	10,420			166,702
ST JOSEPH HOSPITAL OF ORANGE.....					39,290	39,290
ST JOSEPH MEDICAL CENTER.....	109,866					109,866
ST JOSEPHS COMMUNITY HOSPITAL.....	19,556					19,556
ST JOSEPHS HOSP AND MED CTR.....	47,021	23,296				70,317
ST JOSEPHS HOSPITAL.....	168,284					168,284
ST JOSEPHS HOSPITAL INC.....	61,720					61,720
ST JOSEPHS HOSPITAL MEDICAL CENTER.....	57,779					57,779
ST JOSEPHS HOSPITAL OF ATLANTA INC.....	38,632				27,611	66,243
ST JOSEPHS MEDICAL CNTR HCCL.....			108,392			108,392
ST JOSEPHS REGIONAL MEDICAL CENTER.....	12,623					12,623
ST JOSEPHS WOMENS HOSPITAL.....	43,696					43,696
ST LOUIS UNIVERSITY HOSPITAL.....	12,909				506,476	519,385
ST LUKES BEHAVIORAL HOSPITAL.....	14,946					14,946
ST LUKES EAST HOSPITAL.....	57,374	10,940				68,314
ST LUKES HOSPITAL OF KANSAS.....	14,823	10,199				25,022
ST LUKES MAGIC VALLEY REGIONAL.....	39,010					39,010
ST LUKES MEDICAL CENTER.....	50,749		19,874	89,235		159,858
ST LUKES MVRMC.....	13,398					13,398
ST LUKES NORTHLAND HOSPITAL.....	19,147	20,703	14,047		61,725	115,622
ST LUKES REGIONAL MEDICAL CENTER.....	48,375					48,375
ST MARYS HOSPITAL.....	430,368		15,149			445,517
ST MARYS MANOR.....	26,473					26,473
ST MARYS MEDICAL CENTER.....	209,875	44,514	15,021		23,383	292,793
ST MARYS MEDICAL IMAGING.....					135,262	135,262
ST MARYS OZAUKEE.....					14,346	14,346
ST PETERSBURG GENERAL HOSPITAL.....	24,965					24,965
ST ROSE DOMINICAN HOSPITAL.....	3,019,067	3,211,011	2,071,754	1,459,983	614,297	10,376,112
ST ROSE DOMINICAN SIENA HOSPITAL.....					1,278,701	1,278,701
ST VINCENTS MEDICAL CENTER.....		22,606				22,606
STANFORD MEDICAL CENTER.....					11,187	11,187
STEFAN A PRADA MD.....	12,803	13,717				26,520
STEPHEN R KUNZ MD.....	10,726					10,726
STEVEN R WARDELL.....	21,211					21,211
SUMMERLIN HOSPITAL MED CTR LLC.....					1,438,465	1,438,465
SUMMERLIN HOSPITAL MEDICAL CENTER.....	884,483	1,125,221	775,553	889,064	673,514	4,347,835
SUMMIT ANESTHESIA CONSULTANTS.....		10,241				10,241
SUMMIT MEDICAL CENTER.....	45,920	10,169				56,089
SUNRISE HOSPITAL AND MEDICAL.....	1,315,791	995,525	484,335	846,668	1,234,694	4,877,013
SUNRISE HOSPITAL AND MEDICAL.....	182,052	10,133	37,529			229,714
SUREVISION EYE CENTERS LLC.....					78,121	78,121
SURGERY CENTER LLC.....	11,204					11,204
SURGICAL SPECIALTY HOSP OF AZ LLC.....	12,136					12,136
SUTTER COAST HOSPITAL.....					20,068	20,068
SWEDISH COVENANT HOSPITAL.....	658,891		60,014	39,659	337,322	1,095,886
SWEDISH EMERGENCY ASSOC PC.....					102,376	102,376
SWEDISH MEDICAL CENTER.....	139,246					139,246
SYCAMORE SHOALS HOSPITAL.....	11,515					11,515
T H C LAS VEGAS.....					190,726	190,726
TACOMA GENERAL ALLENMORE.....					27,136	27,136
TAMPA GENERAL HOSPITAL.....	72,541					72,541
TANBARK HEALTH CARE CENTER.....	16,489					16,489
TENNESSEE VALLEY DIALYSIS CTR.....	23,166					23,166
TEXAS MEDICAID AND HEALTHCARE PA.....	16,213					16,213

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
THC CHICAGO.....	64,524	60,332				124,856
THE BROOK HOSPITAL DUPONT.....	17,167					17,167
THE BROOK HOSPITAL KMI.....	22,463					22,463
THE CAROLINA CENTER.....	12,758					12,758
THE COTTAGES AT BRUSHY CREEK.....	10,867					10,867
THE METHODIST HOSPITAL.....	11,718					11,718
THE NEBRASKA MEDICAL CENTER.....	53,733					53,733
THE REGENTS OF THE UNIV OF CA.....	152,723	128,134	91,764	112,141	36,740	521,502
THE SWEET LIFE AT ROSEHILL.....	19,732					19,732
THI OF KANSAS.....	25,912					25,912
THOMAS HOSPITAL.....	40,603					40,603
THOMAS SAUL.....	10,853					10,853
TIAN XIA DO.....					635,361	635,361
TILLERS NURSING & REHAB CENTER.....	26,230					26,230
TLC CARE CENTER.....	10,214					10,214
TOLEDO HOSPITAL.....	19,334					19,334
TORREY PINES CARE CENTER.....	309,813	81,325	173,904	145,566		710,608
TOTAL RENAL CARE INC.....			13,633			13,633
TRANS HEALTH MANAGEMENT.....	22,952	11,820				34,772
TRANSITIONAL HOSP CORP OF NV.....	359,698	155,362	337,952	74,917	29,172	957,101
TRC INDIANA LLC.....			11,387			11,387
TRUMAN MED CENTER LAKEWOOD.....	32,624					32,624
TRUMAN MED CTR HOSP HILL.....	27,749					27,749
TUCSON MEDICAL CENTER.....	11,194	16,380				27,574
TWO RIVERS PSYCHIATRIC HOSPITAL.....	13,843	10,135				23,978
U OF L HOSPITAL AND JAMES.....	18,417					18,417
UHC RIVER VALLEY.....	22,212	35,020				57,232
UIC MEDICI NE.....	31,565					31,565
UK HEALTHCARE HOSPITAL.....	262,581	12,337			25,227	300,145
UNABLE TO UPDATE PROVIDER.....	18,333					18,333
UNIV OF MIAMI HOSPITAL AND CLINICS.....	17,860					17,860
UNIV OF TENNESSEE MEDICAL CENTER.....	264,746		16,144		68,469	349,359
UNIVERSITY COMMUNITY HOSPITAL.....	52,063					52,063
UNIVERSITY COMMUNITY HOSPITAL.....	25,053					25,053
UNIVERSITY HOSPITAL.....	242,331			76,681	355,768	674,780
UNIVERSITY MEDICAL CENTER.....	1,702,077	318,707	657,572	487,831	1,327,066	4,493,253
UNIVERSITY MEDICAL CENTER OF EL PASO.....	11,234					11,234
UNIVERSITY OF CHICAGO MED CTR.....	274,351	23,256				297,607
UNIVERSITY OF CHICAGO MEDICAL CENTER.....			10,587			10,587
UNIVERSITY OF COLORADO HOSPITAL.....	22,077					22,077
UNIVERSITY OF ILLINOIS MED CTR.....	125,058	27,203	30,059	33,260	40,324	255,904
UNIVERSITY OF KANSAS HOSPITAL.....	261,774	18,450	28,990			309,214
UNIVERSITY OF KENTUCKY HOSP.....	30,385					30,385
UNIVERSITY OF LOUISVILLE HOSPITAL.....	37,401	10,627			27,840	75,868
UNIVERSITY OF MIAMI HOSPITAL.....	57,457					57,457
UNM HEALTH SCIENCES CENTER.....	35,308					35,308
UPMC PRESBYTERIAN SHADYSIDE.....	28,820					28,820
UROLOGICAL SERVICES LTD.....					15,129	15,129
USA MEDICAL CENTER.....					13,730	13,730
VALLEY HOSPITAL.....		18,886				18,886
VALLEY HOSPITAL MEDICAL CENTER.....	1,077,037	1,331,868	1,249,331	843,408	1,393,808	5,895,452
VAN MATRE HEALTHSOUTH REHAB.....	11,734					11,734
VANGUARD HEALTH SYSTEM.....	47,993					47,993
VEGAS VALLEY REHABILITATION.....		16,156	29,633	12,432	12,292	70,513

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
VEN ABIERA ADUANA MD.....					73,711	73,711
VILLAGES OF JACKSON CREEK.....	28,952					28,952
VINAY RAJA MD.....	13,188					13,188
VINCENT T PENG MD.....					163,487	163,487
VIRGINIA DEPT OF MEDICAL ASST SVCS.....	45,875					45,875
VISTA HEALTH.....	14,608					14,608
VISTA HILLS MEDICAL CENTER.....					19,254	19,254
VISTA MEDICAL CENTER EAST.....	22,883					22,883
VNA NAZARETH HOME CARE.....	11,412					11,412
WALGREENS INFUSION PHARMACY.....	43,324					43,324
WALGREENS INFUSION SERVICES.....	58,317					58,317
WASHINGTON REG MED CENTER.....	72,130	18,319	28,371			118,820
WAUKESHA MEMORIAL HOSPITAL.....	91,499					91,499
WELLCARE OF GEORGIA INC.....		12,731				12,731
WELLSTAR KENNESTONE HOSPITAL INC.....	19,603					19,603
WEST ALLIS MEMORIAL HOSPITAL INC.....	84,219	46,625				130,844
WEST BANK SURGERY CENTER.....	13,440					13,440
WEST CHESTER MEDICAL.....	34,579	11,897				46,476
WEST JEFFERSON MEDICAL CENTER.....					43,960	43,960
WEST KENDALL SURGICAL CENTER.....	15,384					15,384
WEST SUBURBAN HOSP DIALYSIS.....	29,933					29,933
WEST SUBURBAN HOSP MED CTR.....	71,147					71,147
WEST SUBURBAN MEDICAL CENTER.....	432,147	273,053	72,482	15,663	13,869	807,214
WEST VALLEY HOSP MED CTR.....	47,571	10,762	19,656			77,989
WESTERN MISSOURI MED CENTER.....	20,008					20,008
WESTERN NEUROSURGERY LTD.....	11,166					11,166
WESTERN PENNSYLVANIA HOSPITAL.....	21,586					21,586
WESTLAKE HOSPITAL.....	29,272					29,272
WESTLAKE MEDICAL PRACTICES.....					206,957	206,957
WESTRIDGE GARDENS NURSING.....	10,093					10,093
WESTVIEW HOSPITAL.....	38,786					38,786
WHEATON FRANCISCAN HEALTHCARE-FRANKLIN.....	14,422					14,422
WHEATON FRANCISCAN INC.....	84,474					84,474
WHITE OAK NURSING & REHABILITATION.....	52,504					52,504
WILLIAM A JOHNSON MD.....					642,449	642,449
WILLIAM APPELBAUM MD.....					52,291	52,291
WILLIAM BEAUMONT HOSPITAL.....	23,579					23,579
WINTER HAVEN HOSPITAL INC.....	22,954					22,954
YUMA REGIONAL MEDICAL CENTER.....	24,077					24,077
						0
0199999 Individually listed claims unpaid.....	44,397,288	16,543,047	11,889,419	8,202,430	29,589,428	110,621,612
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....	10,903,646	2,001,715	1,171,711	435,105	11,363,523	25,875,700
0499999 Subtotals.....	55,300,934	18,544,762	13,061,130	8,637,535	40,952,951	136,497,312
0599999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	68,634,681
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	0
0799999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	205,131,993
0899999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	1,707,291

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	57,618,924	271,304,364	4,433,767	56,634,538	62,052,691	65,749,840
2. Medicare Supplement .....					.0	.0
3. Dental Only	40,002	594,527	1,848	72,031	41,850	46,764
4. Vision Only		174,810			.0	.0
5. Federal Employees Health Benefits Plan	9,170,120	43,289,868	741,881	8,006,529	9,912,001	10,040,071
6. Title XVIII - Medicare	75,197,600	481,337,622	5,197,790	130,242,347	80,395,390	83,124,111
7. Title XIX - Medicaid .....					.0	.0
8. Other health		125,136			.0	.0
9. Health subtotal (Lines 1 to 8).....	142,026,646	796,826,327	10,375,286	194,955,445	152,401,932	158,960,786
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts		73,725		1,707,291	.0	1,156,141
13. Totals (Lines 9-10+11+12)	142,026,646	796,900,052	10,375,286	196,662,736	152,401,932	160,116,927

(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance.

The Kentucky Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Kentucky for determining and reporting the financial condition and results of operations of an insurance Company, for determining its solvency under the Kentucky Insurance Law. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Kentucky. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Kentucky is shown below:

	State of Domicile		2011		2010
Net Income					
1. Humana Health Plan, Inc. Kentucky basis	KY	\$	16,408,888	\$	30,421,797
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY		-		-
4. NAIC SAP	KY	\$	16,408,888	\$	30,421,797
Surplus					
5. Humana Health Plan, Inc. Kentucky basis	KY	\$	274,150,097	\$	280,881,844
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY		-		-
8. NAIC SAP	KY	\$	274,150,097	\$	280,881,844

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members’ prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. The Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment’s fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company’s intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.

NOTES TO FINANCIAL STATEMENTS

- (6) For loan backed and structured securities where the securities fair value is less then the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.
- (8) The Company accounts for its investments in joint ventures, partnerships and LLC's using the audited statutory equity method of accounting.
- (9) The Company participates in a securities leading program to maximize investment income. The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

- (12) Real estate held for production of income is carried at depreciated cost.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2011 were 1.9 percent and 1.56 percent.
- (2) During 2010, the Company did not reduce interest rates of the mortgage loan.
- (3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

NOTES TO FINANCIAL STATEMENTS

	Current Year	Prior Year
(4) As of year end, the Company held mortgages with interest more than 180 days past due with a recorded investment, excluding accrued interest	\$ -	\$ -
a. Total interest due on mortgages with interest more than 180 days past due	\$ -	\$ -
(5) Taxes, assessments and any amounts advanced and not included in the mortgage loan total	\$ -	\$ -
(6) Current year impaired loans with a related allowance for credit	\$ -	\$ -
a. Related allowance for credit losses	\$ -	\$ -
(7) Impaired mortgage loans without an allowance for credit losses	\$ -	\$ -
(8) Average recorded investment in impaired loans	\$ -	\$ -
(9) Interest income recognized during the period the loans were impaired	\$ -	\$ -
(10) Amount of interest income recognized on a cash basis during the period the loans were impaired	\$ -	\$ -
(11) Allowance for credit losses:		
a. Balance at beginning of period	\$ -	\$ -
b. Additions charged to operations	\$ -	\$ -
c. Direct write-downs charged against the allowances	\$ -	\$ -
d. Recoveries of amounts previously charged off	\$ -	\$ -
e. Balance at end of period	\$ -	\$ -
(12) Not Applicable.		
B. Debt Restructuring		
Not Applicable.		
C. Reverse Mortgages		
Not Applicable.		
D. Loan-Backed Securities		

Gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows at June 30, 2011:

	2011					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government loan-backed securities	\$ 1,832,535	\$ (1,653)	\$ 11,529,531	\$ (126,463)	\$ 13,362,066	\$ (128,116)
Other loan-backed securities	2,513,825	(11,034)	890,847	(3,465)	3,404,672	(14,499)
Total loan backed securities	\$ 4,346,360	\$ (12,687)	\$ 12,420,378	\$ (129,928)	\$ 16,766,738	\$ (142,615)

The unrealized losses at June 30, 2011 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company’s ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements and/or Securities Lending Transactions
(1) The Company has no repurchase agreements.
Collateral from Securities Lending Transactions: The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.
(2) The Company has not pledged any of its assets as collateral.
(3) a. The aggregate amount of contractually obligated open collateral positions (aggregate amount of securities at current fair value or cash received for which the borrower may request the return on demand) at June 30, 2011 was \$2,358,909.
The aggregate amount of contractually obligated collateral positions (cash collateral received) by term length is:
Under 30-days \$2,358,909
30-60 days _____
60-90 days _____
Greater than 90 days _____
Total securities received \$2,358,909
b. The aggregate fair value of all securities acquired from the sale, trade or use of the accepted collateral is not applicable.
c. The Company receives cash collateral in its securities lending transactions. The cash received is maintained in a money market fund.
d. All securities lending transactions are reported using the one-line reporting method since cash collateral received is received through an unaffiliated agent.

NOTES TO FINANCIAL STATEMENTS

- (5) a. The aggregate amount of the reinvested cash collateral by maturity date of the invested asset is as follows:

	Amortized Cost	Fair Value
Under 30-days	\$2,358,909	\$2,358,909
30-60 days	_____	_____
60-90 days	_____	_____
90-120 days	_____	_____
120-180 days	_____	_____
< 1 year	_____	_____
1-2 years	_____	_____
2-3 years	_____	_____
> 3 years	_____	_____
Total collateral reinvested	\$2,358,909	\$2,358,909

- b. To the extent the maturity dates of the liability (collateral to be returned) does not match the invested assets, the Company uses cash from operations or other invested assets to manage those mismatches.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loan default.

- B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2010.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2010 and 2009 were approximately \$277.3 million and \$236.2 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-Company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. Dividends of \$30,000,000 were paid to Humana, Inc. on April 20, 2011. The Department of Insurance was notified prior to the payment of this dividend. At December 31, 2010, the Company reported \$3.7 million amounts due from Humana Inc. Amounts due to or from parent are generally settled within 30 days.

- G. Not Applicable.
H. Not Applicable.
I. Not Applicable.
J. Not Applicable.
K. Not Applicable.
L. Not applicable.

11. Debt

A. Capital Notes

The Company has no capital notes outstanding.

B. All other Debt

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

NOTES TO FINANCIAL STATEMENTS

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

Not Applicable.

B. Defined Contribution Plan

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2010.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

1) The company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.

2) The Company has no preferred stock outstanding.

3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year.

Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

Dividends of \$30,000,000 were paid to Humana, Inc. on April 20, 2011. The Department of Insurance was notified prior to the payment of this dividend.

6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.

7) Not Applicable.

8) Not Applicable.

9) Not Applicable.

10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is (\$600,595).

11) Not Applicable.

12) Not Applicable.

13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Plan does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of June 30, 2011.

15. Leases

No material change since year-end December 31, 2010.

NOTES TO FINANCIAL STATEMENTS

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentration of Credit Risk

- 1) The Company has no investment in Financial Instruments with Off Balance Sheet Risk.
- 2) The Company has no investment in Financial Instruments with Concentration Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. Transfers of Receivables Reported as Sales
Not Applicable.
- B. Transfer and Servicing of Financial Assets
Not Applicable.
- C. Wash Sales
Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

- A. ASO Plans
The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2011:

	(1)		(2)		(3)	
	ASO Uninsured Plans		Uninsured Portion of Partially Insured Plans		Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	24,103,203	\$	-	\$	24,103,203
b. Total net other income or expenses (including interest paid to or received from plans)	\$	1,018,294	\$	-	\$	1,018,294
c. Net gain or (loss) from operations	\$	25,121,497	\$	-	\$	25,121,497
d. Total claim payment volume	\$	112,916,069	\$	-	\$	112,916,069

- B. ASC Plans
Not Applicable.
- C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract
 - a. The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
 - b. As of June 30, 2011, the Company has recorded a receivable from CMS of \$0.7 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company’s accounts receivable from uninsured Accident & Health Plans or \$10,000.
 - c. The Company does not have any additional receivables from payors whose account balance is greater than 10% of the Company’s accounts receivable from uninsured Accident & Health Plans or \$10,000.
 - d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

- A. (1) The fair value of financial assets at June 30, 2011 were as follows:

2011				
	Fair Value	Quoted Prices for Identical Assets in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets				
Tax-exempt municipal bonds	751,464	-	751,464	-
Commercial mortgage backed	3,292,389	-	3,292,389	-
Corporate debt securities	3,823,314	-	3,823,314	-
Sec lending reinvested collateral	2,358,909	-	2,358,909	-
Total invested assets	\$ 10,226,076	\$ -	\$ 10,226,076	\$ -

NOTES TO FINANCIAL STATEMENTS

(2) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2010 and June 30, 2011.

(3) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended June 30, 2011.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(1) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

(2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:

- a. Residential mortgage backed securities – No exposure noted.
- b. Collateralized debt obligations – No exposure noted.
- c. Structured Securities (including principal protected notes) – No exposure noted.
- d. Debt Securities of companies with significant sub-prime exposure – No exposure noted.
- e. Equity securities of companies with significant sub-prime exposure – No exposure noted.
- f. Other Assets – No exposure noted.

(3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

(4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

NOTES TO FINANCIAL STATEMENTS

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 12, 2011 for the statutory statement issued on August 12, 2011.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at June 30, 2011 that are subject to retrospective rating features was \$20.3 million, or 1.71 percent. No other net premiums written by the Company are subject to retrospective rating features.

NOTES TO FINANCIAL STATEMENTS

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2010 were \$160.6 million. As of June 30, 2011, \$143.4 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$10.5 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial HMO and PPO books of business. Therefore, there has been a \$6.6 million favorable prior-year development since December 31, 2010. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

27. Structured Settlements

Not Applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements		Pharmacy Rebates as Billed or Otherwise Confirmed		Actual Rebates Received Within 90 Days of Billing		Actual Rebates Received Within 91 to 180 Days of Billing		Actual Rebates Received More than 181 Days after Billing	
6/30/2011	\$	7,248,706	\$	7,248,706	\$	-	\$	-	\$	-
3/31/2011	\$	6,319,618	\$	6,319,618	\$	6,319,618	\$	-	\$	-
12/31/2010	\$	6,145,560	\$	6,145,560	\$	6,145,560	\$	-	\$	-
9/30/2010	\$	5,910,198	\$	5,910,198	\$	5,910,198	\$	-	\$	-
6/30/2010	\$	7,414,654	\$	7,414,654	\$	7,414,654	\$	-	\$	-
3/31/2010	\$	4,991,220	\$	4,991,220	\$	4,991,220	\$	-	\$	-
12/31/2009	\$	5,322,832	\$	5,322,832	\$	5,322,832	\$	-	\$	-
9/30/2009	\$	6,375,850	\$	6,375,850	\$	6,375,850	\$	-	\$	-
6/30/2009	\$	6,514,874	\$	6,514,874	\$	6,514,874	\$	-	\$	-
3/31/2009	\$	6,602,391	\$	6,602,391	\$	6,602,391	\$	-	\$	-

B. Risk Sharing Receivables

Risk Sharing receivables include estimated recoveries on plan to plan and state to plan adjustments attributable to benefits paid for Medicare beneficiaries. These estimated recoveries from other Medicare carriers and state Medicaid plans are recorded based upon reported overpayments, adjusted for historical recovery patterns.

29. Participating Policies

Not Applicable.

30. Premium Deficiency Reserves

1.

Liability carried for premium deficiency reserves

\$6,900,000
2.

Date of the most recent evaluation of this liability

December 31, 2010
3.

Was anticipated investment income utilized in the calculation?

Yes () No (X)

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2008
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2008
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

12/20/2010
- 6.4

By what department or departments?

Kentucky Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []

9.11

If the response to 9.1 is No, please explain:
.....

9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2

If yes, give full and complete information relating thereto:
.....

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

13.

Amount of real estate and mortgages held in short-term investments:\$0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []

14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$27,886,723	\$27,351,109
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$27,886,723	\$27,351,109
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	4 New York Plaza, 15th Floor, New York, NY 10004-2413, Attn: Charles Tuzzolino.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107105.00.....	Blackrock, Inc.....	40 East 52nd Street, New York, NY 10022....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	85.8 %
1.2 A&H cost containment percent	2.9 %
1.3 A&H expense percent excluding cost containment expenses.....	11.3 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1	2	3	4	5	6	7
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Is Insurer Authorized? (Yes or No)
			NONE			

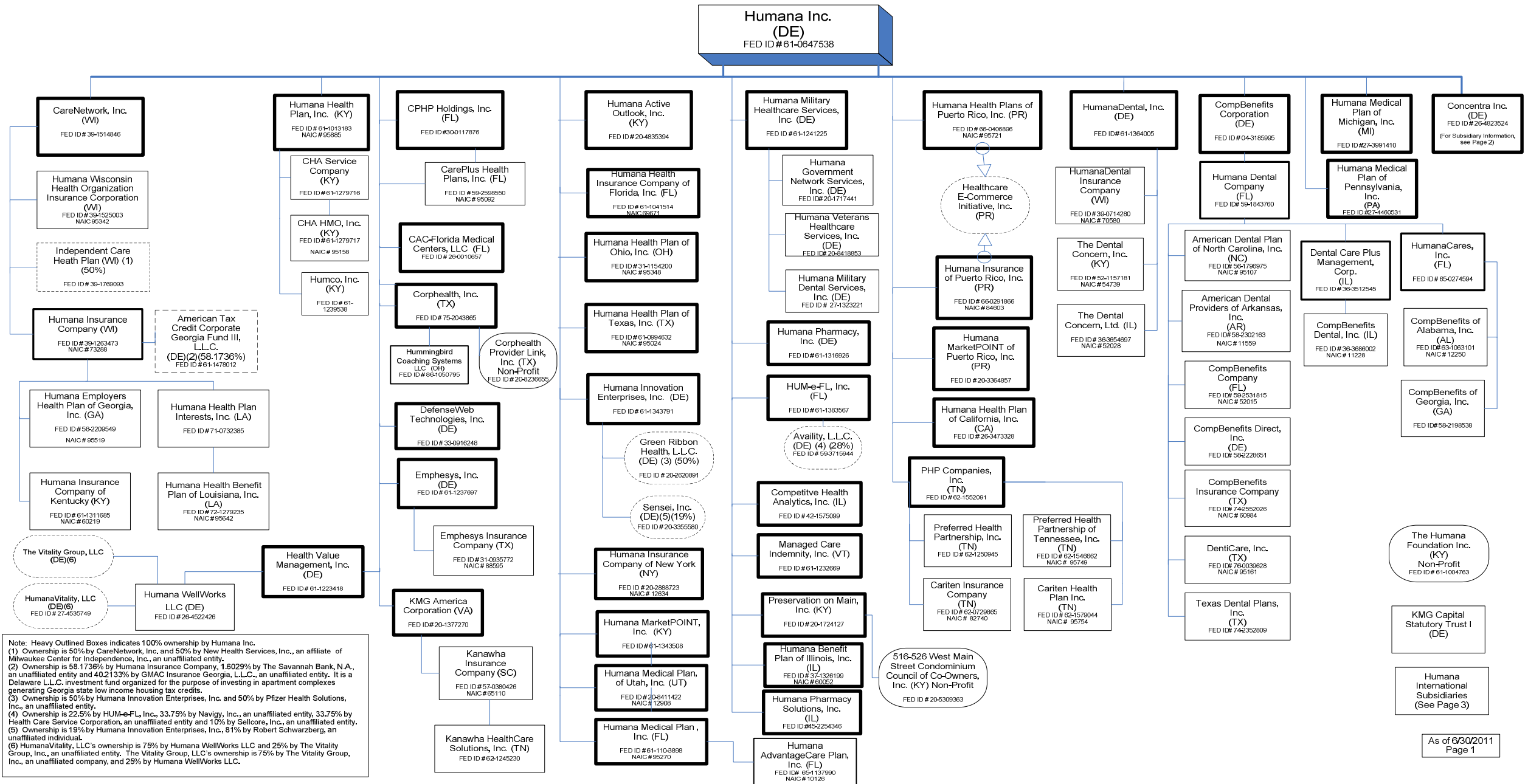
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	L	20,494	20,313,440				20,333,934	
2. Alaska	AK	N						0	
3. Arizona	AZ	L	20,917,125	73,966,343		225,898		95,109,366	
4. Arkansas	AR	L	132,288	29,438,050				29,570,338	
5. California	CA	N						0	
6. Colorado	CO	L	15,570,620	16,354,027				31,924,647	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. Dist. Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	L	104,280	8,154,745				8,259,025	
14. Illinois	IL	L	129,819,600	164,780,687		45,735,975		340,336,262	
15. Indiana	IN	L	3,502,803	6,705,539				10,208,342	
16. Iowa	IA	N						0	
17. Kansas	KS	L	1,843,037	59,548,823		671,478		62,063,338	
18. Kentucky	KY	L	203,314,948	13,524,703		2,211,166		219,050,817	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	N						0	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	L	3,937,068	83,330,358		15,224,234		102,491,660	
27. Montana	MT	N						0	
28. Nebraska	NE	L	25,573	6,147,658				6,173,231	
29. Nevada	NV	L	762,590	197,646,573				198,409,163	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	L	15,420	6,102,584				6,118,004	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	L	5,327	10,738,673				10,744,000	
42. South Dakota	SD	N						0	
43. Tennessee	TN	L	35,167,828					35,167,828	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	L		14,804,343				14,804,343	
48. Washington	WA	L						0	
49. West Virginia	WV	L						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX		415,139,001	711,556,546	0	64,068,751	0	1,190,764,298	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 18		415,139,001	711,556,546	0	64,068,751	0	1,190,764,298	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page.	XXX		0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX		0	0	0	0	0	0	0

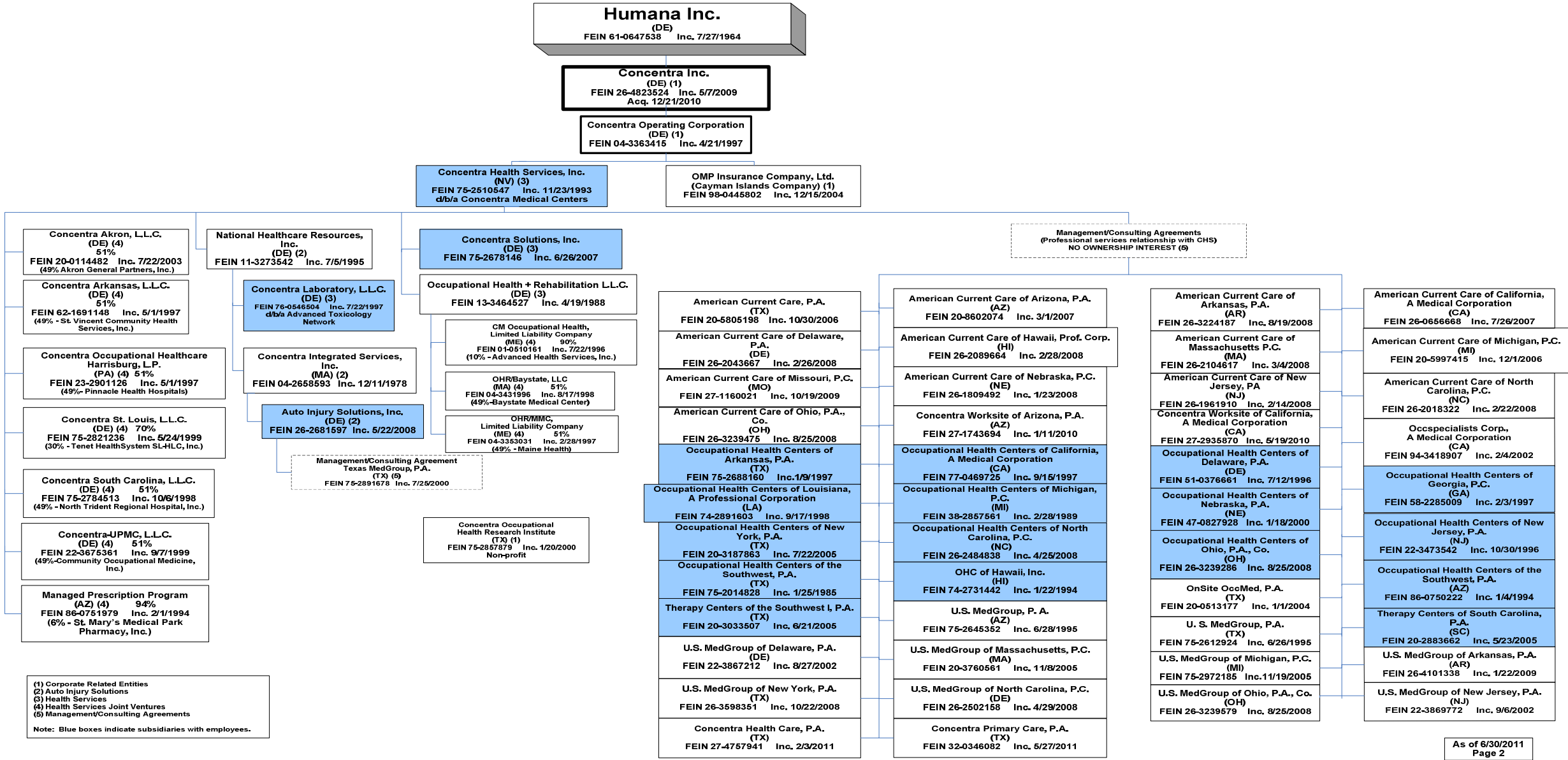
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

15

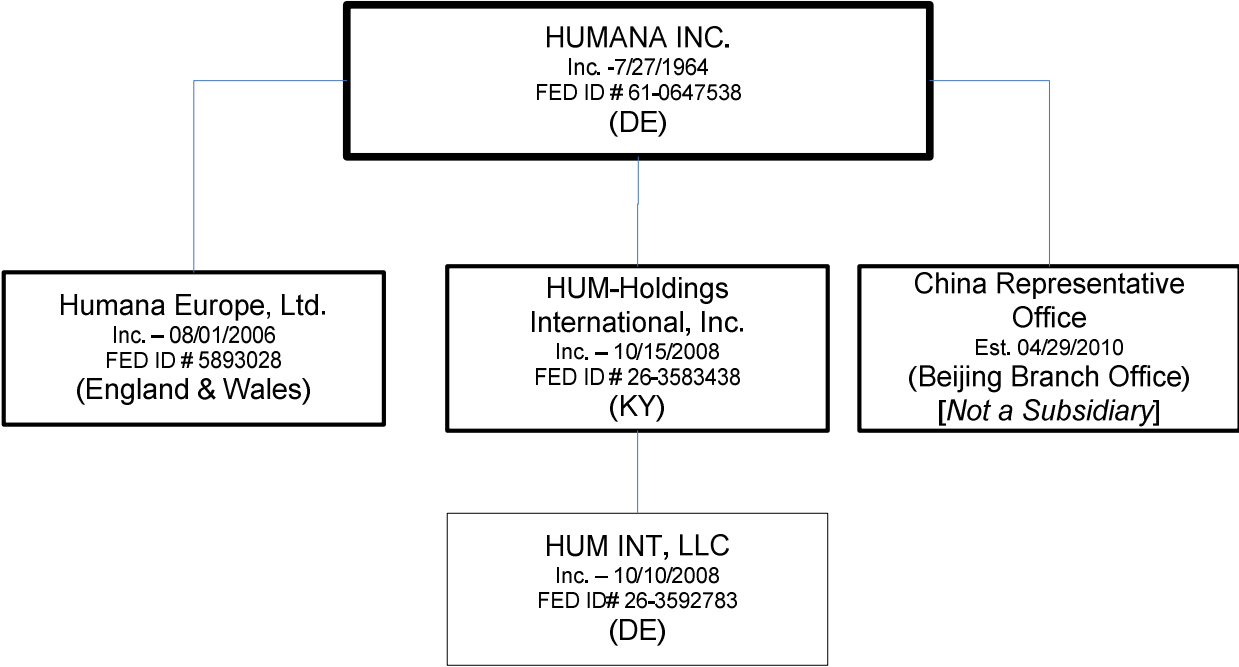


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

HUMANA INTERNATIONAL SUBSIDIARIES



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. This type of business is not written.

Bar Code:

1.



95885201136500002

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Prepaid Expenses.....	523,963	523,963	0	0
2505. Deposits.....	56,848	56,848	0	0
2506. Other Receivables.....	32,755		32,755	0
2597. Summary of remaining write-ins for Line 25 from Page 02	613,566	580,811	32,755	0

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	17,264	121,387
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation	17,264	104,123
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	17,264
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	17,264

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	27,600,000	27,600,000
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	27,600,000	27,600,000
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12)	27,600,000	27,600,000
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	27,600,000	27,600,000

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	372,302,716	183,704,469
2. Cost of bonds and stocks acquired	54,143,428	279,214,806
3. Accrual of discount	37,953	59,700
4. Unrealized valuation increase (decrease)	(600,595)	1,201,021
5. Total gain (loss) on disposals	286,126	(148,758)
6. Deduct consideration for bonds and stocks disposed of	47,916,197	88,777,562
7. Deduct amortization of premium	1,998,520	2,950,960
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	376,254,911	372,302,716
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	376,254,911	372,302,716

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	349,261,177	1,048,684,507	1,108,924,937	1,674,800	349,261,177	290,695,547	0	310,884,096
2. Class 2 (a).....	48,100,670	9,866,691	3,959,308	(1,559,628)	48,100,669	52,448,425	0	44,000,248
3. Class 3 (a).....	12,478,134	3,792,881	9,188	(1,006,453)	12,478,135	15,255,374	0	13,040,866
4. Class 4 (a).....	1,113,590	1,600,000		(57,659)	1,113,590	2,655,931	0	1,075,402
5. Class 5 (a).....	0	3,319,423		(27,034)	0	3,292,389	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	410,953,571	1,067,263,502	1,112,893,433	(975,974)	410,953,571	364,347,666	0	369,000,612
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	410,953,571	1,067,263,502	1,112,893,433	(975,974)	410,953,571	364,347,666	0	369,000,612

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$15,443,864 ; NAIC 2 \$;

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	5,443,940	XXX	5,443,940	2,425	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	9,584,640	12,070,034
2. Cost of short-term investments acquired	522,434,985	1,282,576,653
3. Accrual of discount .....		.0
4. Unrealized valuation increase (decrease).....		.0
5. Total gain (loss) on disposals .....		.0
6. Deduct consideration received on disposals	526,575,685	1,285,062,047
7. Deduct amortization of premium.....		.0
8. Total foreign exchange change in book/adjusted carrying value.....		.0
9. Deduct current year's other than temporary impairment recognized.....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	5,443,940	9,584,640
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	5,443,940	9,584,640

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	14,999,980	126,998,169
2. Cost of cash equivalents acquired	2,123,975,453	4,748,156,357
3. Accrual of discount	24,025	116,669
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....	(37)	(4,669)
6. Deduct consideration received on disposals	2,128,999,497	4,860,266,546
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,999,924	14,999,980
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	9,999,924	14,999,980

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

E04

E04

E04

E04

STATEMENT AS OF JUNE 30, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
3137EA-BS-7...	FEDERAL HOME LOAN MTGE CO AGCY FTST...		04/08/2011...	GOLDMAN SACHS...		536,236	500,000	518,967	510,709		(1,030)		(1,030)		509,679		26,557	26,557	11,115	09/27/2013...	1FE...
36202E-VP-1...	GOVERNMENT NATIONAL MORTGAGE GNMA...		06/20/2011...	MBS PAYDOWN...		529,181	529,181	532,902	529,487		(306)		(306)		529,181			0	13,113	08/01/2038...	1...
0599999 - Bonds - U.S. Governments						1,065,417	1,029,181	1,051,868	1,040,196	0	(1,336)	0	(1,336)	0	1,038,860	0	26,557	26,557	24,228	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31288D-U8-0...	FREDDIE MAC FHLMC...		06/01/2011...	MBS PAYDOWN...		34,081	34,081	35,247	34,100		(19)		(19)		34,081			0	685	12/01/2032...	1...
31286P-TZ-6...	FED NTL MTG ASSO FHLMC...		06/01/2011...	MBS PAYDOWN...		8,814	8,814	9,085	8,841		(28)		(28)		8,814			0	201	01/01/2017...	1...
3128M1-CR-8...	FHLMC PC GOLD		06/01/2011...	MBS PAYDOWN...		218,829	218,829	232,164	221,039		(2,209)		(2,209)		218,829			0	4,508	04/01/2021...	1...
3128M1-LB-3...	COMB 15YR FGOLD 15YR FHLMC...		06/01/2011...	MBS PAYDOWN...		161,902	161,902	171,768	163,538		(1,636)		(1,636)		161,902			0	3,369	12/01/2020...	1...
3128M1-NZ-8...	FGOLD 15YR FHLMC...		06/01/2011...	MBS PAYDOWN...		225,530	225,530	239,273	227,703		(2,172)		(2,172)		225,530			0	4,628	12/01/2020...	1...
3128M1-PJ-2...	FGOLD 15YR GIANT FHLMC...		06/01/2011...	MBS PAYDOWN...		110,126	110,126	116,836	111,127		(1,002)		(1,002)		110,126			0	2,265	05/01/2021...	1...
3128M1-R7-6...	FGOLD 15YR GIANT FHLMC...		06/01/2011...	MBS PAYDOWN...		172,571	172,571	183,087	174,130		(1,560)		(1,560)		172,571			0	3,565	05/01/2021...	1...
3128M1-SY-6...	FGOLD 30 YR FHLMC...		06/01/2011...	MBS PAYDOWN...		110,804	110,804	117,556	111,840		(1,037)		(1,037)		110,804			0	2,105	12/01/2021...	1...
3128M6-P2-8...	FNMA FGOLD 15YR GIANT		06/01/2011...	MBS PAYDOWN...		122,561	122,561	123,916	122,700		(139)		(139)		122,561			0	3,017	06/01/2038...	1...
3128MB-N7-8...	FHLMC FGOLD 30 YR		06/01/2011...	MBS PAYDOWN...		59,496	59,496	63,122	60,112		(616)		(616)		59,496			0	1,193	12/01/2021...	1...
312942-NM-3...	FNMA FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		61,274	61,274	62,815			(46)		(46)		61,274			0	945	09/01/2040...	1...
312971-BM-5...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		51,623	51,623	54,769	52,014		(391)		(391)		51,623			0	947	04/01/2020...	1...
312971-CQ-5...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		76,663	76,663	81,335	77,174		(511)		(511)		76,663			0	1,597	04/01/2020...	1...
312971-FQ-2...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		561,107	561,107	595,299	565,679		(4,572)		(4,572)		561,107			0	11,197	04/01/2020...	1...
312971-MS-0...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		82,370	82,370	87,389	82,989		(620)		(620)		82,370			0	1,762	05/01/2020...	1...
312972-DX-7...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		127,598	127,598	135,374	128,583		(985)		(985)		127,598			0	2,752	04/01/2020...	1...
312972-EK-4...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		61,551	61,551	65,302	62,366		(815)		(815)		61,551			0	1,328	04/01/2020...	1...
312972-GT-3...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		160,381	160,381	170,154	162,435		(2,054)		(2,054)		160,381			0	3,811	04/01/2020...	1...
312972-GZ-9...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		242,930	242,930	257,733	246,763		(3,833)		(3,833)		242,930			0	5,871	04/01/2020...	1...
31336W-CP-2...	FHLMC FGOLD 15YR		06/01/2011...	MBS PAYDOWN...		74,723	74,723	79,277	75,385		(662)		(662)		74,723			0	1,544	10/01/2020...	1...
31371K-NX-5...	FED NTL MTG ASSO FNMA...		06/01/2011...	MBS PAYDOWN...		31,282	31,282	32,375	31,368		(85)		(85)		31,282			0	714	05/01/2017...	1...
31392G-UZ-6...	FED NTL MTG ASSO FNMA.02-94: HQ		06/16/2011...	VARIOUS...		2,780,483	2,667,174	2,817,202			(24,570)		(24,570)		2,782,929		(2,446)	(2,446)	52,494	01/01/2018...	1...
31396A-MX-9...	FEDERAL HOME LOAN MTGE CO FHLMC...		06/01/2011...	MBS PAYDOWN...		57,730	57,730	59,268	57,841		(111)		(111)		57,730			0	1,322	09/01/2035...	1...
31396R-R7-4...	FHLMC REMIC SERIES 3178-FH3659D: BA		06/01/2011...	MBS PAYDOWN...		176,571	176,571	175,771	176,010		561		561		176,571			0	4,100	10/01/2027...	1...
31398V-TM-8...	CMO FNMA 30YR		06/01/2011...	MBS PAYDOWN...		543,265	543,265	581,952	545,838		(2,573)		(2,573)		543,265			0	11,363	02/01/2039...	1...
31406Y-4E-7...	FNMA		06/27/2011...	VARIOUS...		8,561,072	8,040,600	8,430,067			(26,159)		(26,159)		8,401,522		159,550	159,550	128,697	05/01/2035...	1...

SCHEDULE D - PART 4

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31410F-Z2-4...	FED NTL MTG ASSO FNMA		..06/01/2011..	MBS PAYDOWN.....		...169,017	...169,017	...166,588	...168,746		.....,271		.....,271		...169,017			.....,0	...3,455	...07/01/2020...	...1
31415W-PB-3...	FED NTL MTG ASSO FNMA 30YR.....		..06/01/2011..	MBS PAYDOWN.....		...296,977	...296,977	...316,756	...298,578		...(1,600)		...(1,600)		...296,977			.....,0	...6,838	...11/01/2038...	...1
31416B-4X-3...	FED NTL MTG ASSO 15YR.....		..06/01/2011..	MBS PAYDOWN.....		...1,543,490	...1,543,490	...1,655,152	...1,562,291		...(18,801)		...(18,801)		...1,543,490			.....,0	...34,180	...01/01/2022...	...1
31416W-LC-4...	FED NTL MTG ASSO 30YR.....		..06/01/2011..	MBS PAYDOWN.....		...838,256	...838,256	873,227	...839,300		...(1,044)		...(1,044)		...838,256			.....,0	...15,894	...07/01/2040...	...1
31418W-OP-8...	FED NTL MTG ASSO FNMA		..06/01/2011..	MBS PAYDOWN.....		...43,212	...43,212	...45,352	...43,330		...(118)		...(118)		...43,212			.....,0	...711	...08/01/2025...	...1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						17,766,288	17,132,508	18,035,210	6,411,818	0	(99,134)	0	(99,134)	0	17,609,185	0	157,104	157,104	317,059	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
05946X-BV-4...	BANK OF AMERICA FDG CO 2003-1		..06/20/2011..	CALLED SECURITY at 100.000.		...2,094	...2,094	...2,138	...2,133		.....(39)		.....(39)		...2,094			.....,0	...44	...05/01/2033...	12*
06052G-AC-2...	BANK OF AMERICA ABS FTST. BMW		..06/15/2011..	VARIOUS.....		...1,659,524	...1,651,210	...1,658,241	...1,656,801		...(1,301)		...(1,301)		...1,655,500		...4,024	...4,024	...11,089	...12/15/2013...	1FE...
09657W-AC-2...	ABS FTST. CONSOL ENERGY INC		..05/12/2011..	NOMURA SECURITIES.....		...272,109	...270,000	...269,994	...269,995		.....1		.....1		...269,996		...2,113	...2,113	...1,428	...04/25/2014...	1FE...
20854P-AB-5...	CORPORATE. CONTINENTAL AIRLINES		..04/11/2011..	CALLED SECURITY at 106.314.		...223,259	...210,000	...229,688	...214,118		.....(955)		.....(955)		...213,164		...10,096	...10,096	...10,106	...03/01/2012...	2FE...
21079U-AB-1...	CORPORATE. DELTA AIR LINES INC		..05/10/2011..	CALLED SECURITY at 100.000.		...44,342	...44,342	...46,560	...46,373		.....(2,030)		.....(2,030)		...44,342			.....,0	...2,051	...05/10/2017...	2FE...
247361-ZH-4...	CORPORATE. DIRECTV HOLDING LLC		..05/24/2011..	CALLED SECURITY at 100.000.		...42,965	...42,965	...42,965	...42,965				.....0		...42,965			.....,0	...1,069	...11/23/2019...	2FE...
25459H-AD-7...	CORPORATE. FORD MOTOR CREDIT		..06/15/2011..	CALLED SECURITY at 102.125.		...158,294	...155,000	...153,758	...154,343		...3,951		...3,951		...158,294			.....,0	...4,941	...06/15/2015...	2FE...
34529F-AC-1...	ABS FTST. FORD MOTOR CREDIT		..06/21/2011..	VARIOUS.....		...476,687	...474,948	...485,616	...482,375		.....(5,051)		.....(5,051)		...477,324		.....(638)	.....(638)	...5,793	...11/15/2013...	1FE...
34529F-AD-9...	ABS FTST. CITIGROUP GLOBAL MARKETS INC.		..06/21/2011..	.....		...3,346,400	...3,175,000	...3,383,235	...3,336,361		.....(30,056)		.....(30,056)		...3,306,305		...40,096	...40,096	...73,061	...11/15/2014...	1FE...
368280-HV-1...	GE CAP CMBS 2004-C3.		..06/13/2011..	CALLED SECURITY at 100.000.		...2,027,639	...2,027,639	...2,037,726	...2,036,893		.....(9,254)		.....(9,254)		...2,027,639			.....,0	...37,674	...07/01/2039...	12*
38146F-AA-9...	GOLDMAN SACHS & CO CORPOR																				

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

General Interrogatory:						
1. Total activity for the year to date	Fair Value \$	1,474,422	Book/Adjusted Carrying Value \$	1,474,422		
2. Average balance for the year to date	Fair Value \$	26,187,527	Book/Adjusted Carrying Value \$	26,187,527		
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:						
NAIC 1 \$2,358,909	NAIC 2 \$0	NAIC 3 \$0	NAIC 4 \$0	NAIC 5 \$0	NAIC 6 \$0	

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

General Interrogatory:			
1. Total activity for the year to date.....	Fair Value \$.....	1,474,422	Book/Adjusted Carrying Value \$.....1,474,422
2. Average balance for the year to date	Fair Value \$.....	26,187,527	Book/Adjusted Carrying Value \$.....26,187,527
3. Grand Total Schedule DL Part 1 and Part 2.....	Fair Value \$.....	2,358,909	Book/Adjusted Carrying Value \$.....2,358,909

SCHEDULE E - PART 2 - CASH EQUIVALENTS

E12